API Well Number: 43013518510000

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT ☐

APPLICATION FOR PERMIT TO DRILL

1. WELL NAME and NUMBER
LC Fee 14-2D-58

2. TYPE OF WORK
DRILL NEW WELL ● REENTER P&A WELL ○ DEEPEN WELL ○

3. FIELD OR WILDCAT
WILDCAT

4. TYPE OF WELL
Oil Well Coalbed Methane Well: NO

5. UNIT or COMMUNITIZATION AGREEMENT NAME

6. NAME OF OPERATOR
BILL BARRETT CORP

7. OPERATOR PHONE
303 312-8164

8. ADDRESS OF OPERATOR
1099 18th Street Ste 2300, Denver, CO, 80202

9. OPERATOR E-MAIL
BHilgers@billbarrettcorp.com

10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE)
Fee

11. MINERAL OWNERSHIP
FEDERAL ○ INDIAN ○ STATE ○ FEE ●

12. SURFACE OWNERSHIP
FEDERAL ○ INDIAN ● STATE ○ FEE ○

13. NAME OF SURFACE OWNER (if box 12 = 'fee')

14. SURFACE OWNER PHONE (if box 12 = 'fee')

15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')

16. SURFACE OWNER E-MAIL (if box 12 = 'fee')

17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')

18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS
YES ○ (Submit Commingling Application) NO ●

19. SLANT
VERTICAL ○ DIRECTIONAL ● HORIZONTAL ○

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	7 FSL 1934 FWL	SESW	2	5.0 S	8.0 W	U
Top of Uppermost Producing Zone	659 FSL 1983 FWL	SESW	2	5.0 S	8.0 W	U
At Total Depth	660 FSL 1980 FWL	SESW	2	5.0 S	8.0 W	U

21. COUNTY
DUCHESNE

22. DISTANCE TO NEAREST LEASE LINE (Feet)
660

23. NUMBER OF ACRES IN DRILLING UNIT
640

25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)
32525

26. PROPOSED DEPTH
MD: 5318 TVD: 5212

27. ELEVATION - GROUND LEVEL
6437

28. BOND NUMBER
LPM4138148

29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE
43-180

Hole, Casing, and Cement Information

String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
Cond	26	16	0 - 80	65.0	Unknown	8.8	No Used	0	0.0	0.0
Surf	12.25	9.625	0 - 800	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown	70	3.16	11.0
							Halliburton Premium , Type Unknown	210	1.36	14.8
Prod	8.75	9.625	0 - 5318	17.0	P-110 LT&C	9.6	Unknown	440	2.31	11.0
							Unknown	640	1.42	13.5

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES

- ☑ WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER
- ☑ COMPLETE DRILLING PLAN
- ☐ AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)
- ☐ FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
- ☑ DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)
- ☑ TOPOGRAPHICAL MAP

NAME Venessa Langmacher | **TITLE** Senior Permit Analyst | **PHONE** 303 312-8172

SIGNATURE | **DATE** 11/06/2012 | **EMAIL** vlangmacher@billbarrettcorp.com

API NUMBER ASSIGNED
43013518510000

APPROVAL

Permit Manager

RECEIVED: December 18, 2012

BILL BARRETT CORPORATION
DRILLING PLAN

LC Tribal 14-2D-58
SE SW, 7' FSL and 1934' FWL, Section 2, T5S-R8W, USB&M (surface hole)
SE SW, 660' FSL and 1980' FWL, Section 2, T5S-R8W, USB&M (bottom hole)
Duchesne County, Utah

1 - 2. Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

Formation	Depth – MD	Depth - TVD
Mahogany	267'	267'
Lower Green River*	1,857'	1,787'
Douglas Creek	2,636'	2,532'
Black Shale	3,472'	3,367'
Castle Peak	3,607'	3,502'
Uteland Butte	4,012'	3,907'
Wasatch*	4,232'	4,127'
TD	5,318'	5,212'

*PROSPECTIVE PAY
The Wasatch and the Lower Green River are primary objectives for oil/gas.

Base of Useable Water = 7,447'

3. BOP and Pressure Containment Data

Depth Intervals	BOP Equipment
0 – 800'	NU Diverter or Rotating Head
800' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 5,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

4. Casing Program

Hole Size	SETTING DEPTH (FROM)	(TO)	Casing Size	Casing Weight	Casing Grade	Thread	Condition
26"	Surface	80'	16"	65#			
12 1/4"	Surface	800'	9 5/8"	36#	J or K 55	ST&C	New
8 ¾"	Surface	TD	5 ½"	17#	P-110	LT&C	New

RECEIVED: November 06, 2012

Bill Barrett Corporation
Drilling Program
LC Tribal 14-2D-58
Duchesne County, Utah

5. Cementing Program

16" Conductor Casing	Grout
9 5/8" Surface Casing	Lead: 70 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft^3/sx) circulated to surface with 75% excess. TOC @ Surface Tail: 210 sx Halliburton Premium Plus cement with additives mixed at 14.8 ppg (yield = 1.36 ft^3/sx), calculated hole volume with 75% excess. TOC @ 300'
5 ½" Production Casing	Lead: 440 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft^3/sx). TOC @ 300' Tail: 640 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft^3/sx). Top of cement to be determined by log and sample evaluation; estimated TOC @ 2,972'

6. Mud Program

Interval	Weight	Viscosity	Fluid Loss (API filtrate)	Remarks
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 800'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
800' – TD	8.6 – 9.6	42-52	20 cc or less	DAP Polymer Fluid System
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. Testing, Logging and Core Programs

Cores	None anticipated;
Testing	None anticipated; drill stem tests may be run on shows of interest;
Sampling	30' to 50' samples; surface casing to TD. Preserve samples all show intervals;
Surveys	MWD as needed to land wellbore;
Logging	DIL-GR-SP, FDC-CNL-GR-CALIPER-Pe-Microlog, Sonic-GR (all TD to surface). FMI & Sonic Scanner to be run at geologist's discretion.

8. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 2654 psi* and maximum anticipated surface pressure equals approximately 1508 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)
**Maximum surface pressure = A – (0.22 x TD)

RECEIVED: November 06, 2012

Bill Barrett Corporation
Drilling Program
LC Tribal 14-2D-58
Duchesne County, Utah

9. Auxiliary Equipment

a) Upper kelly cock; lower Kelly cock will be installed while drilling
b) Inside BOP or stab-in valve (available on rig floor)
c) Safety valve(s) and subs to fit all string connections in use
Mud monitoring will be visually observed

10. Location and Type of Water Supply

Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W water right number 43-180.

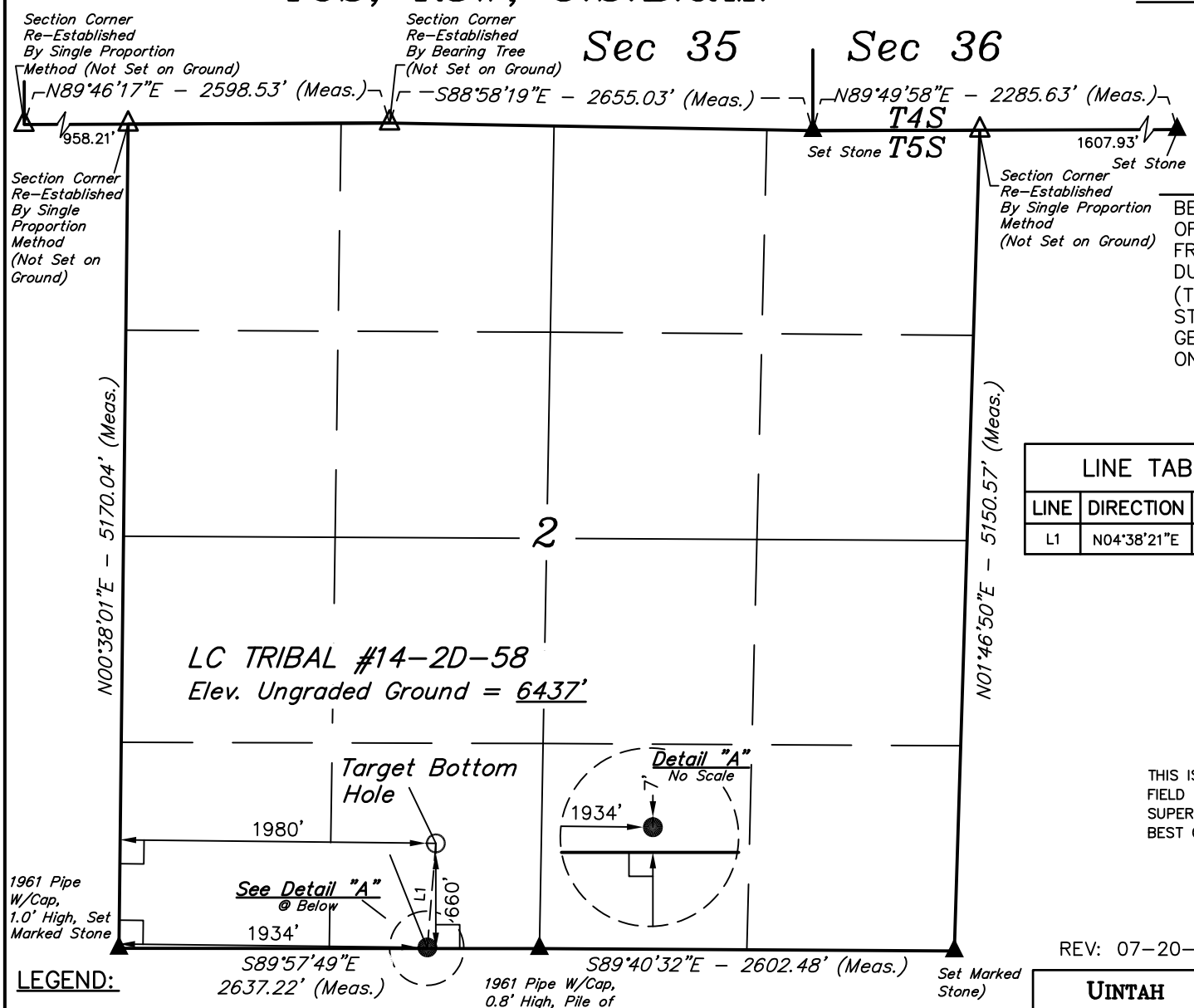
11. Drilling Schedule

Location Construction:	June 2013
Spud:	June 2013
Duration:	15 days drilling time
	45 days completion time

RECEIVED: November 06, 2012

BILL BARRETT CORPORATION

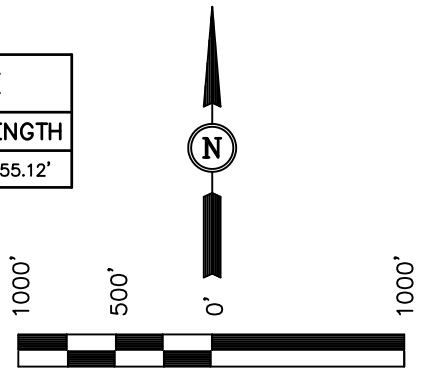
Well location, LC TRIBAL #14-2D-58, located as shown in the SE 1/4 SW 1/4 of Section 2, T5S, R8W, U.S.B.&M., Duchesne County, Utah.



BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE, QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED ON CAP AS BEING 6097 FEET.

LINE TABLE		
LINE	DIRECTION	LENGTH
L1	N04°38'21"E	655.12'



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

REGISTERED LAND SURVEYOR NO. 161319 ROBERT L. KAY STATE OF UTAH 07-27-12

REV: 07-20-12

LEGEND:

- ∟ = 90° SYMBOL
- ● = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.
- △ = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground.)

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

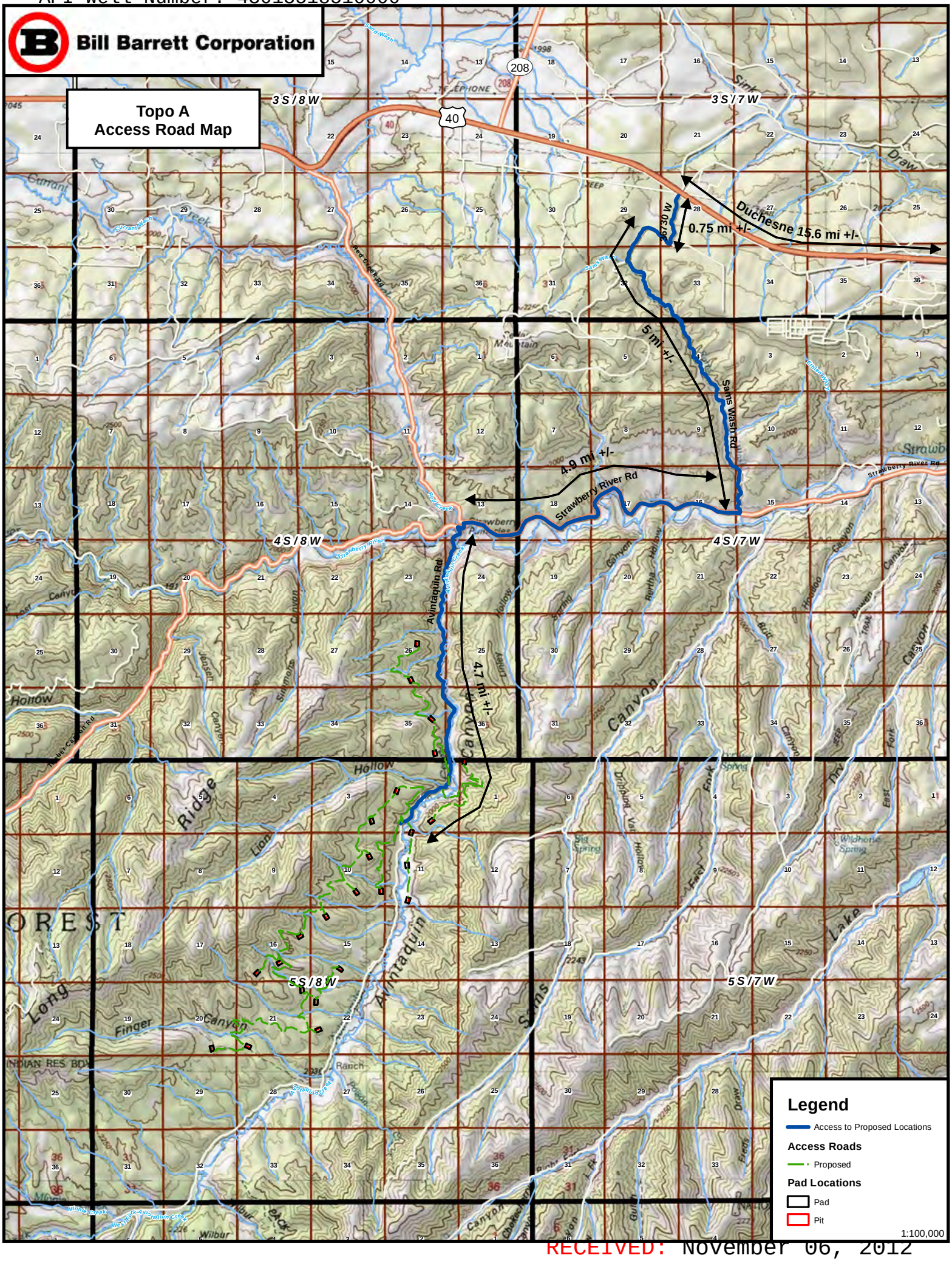
NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°04'12.39" (40.070108)	LATITUDE = 40°04'05.94" (40.068317)
LONGITUDE = 110°45'13.68" (110.753800)	LONGITUDE = 110°45'14.33" (110.753981)
NAD 27 (TARGET BOTTOM HOLE)	**NAD 27 (SURFACE LOCATION)**
LATITUDE = 40°04'12.54" (40.070150)	LATITUDE = 40°04'06.09" (40.068358)
LONGITUDE = 110°45'11.12" (110.753089)	LONGITUDE = 110°45'11.76" (110.753267)

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE: 1" = 1000'	DATE SURVEYED: 03-08-12	DATE DRAWN: 03-14-12
PARTY: T.A. M.M. K.O.	REFERENCES: G.L.O. PLAT	
WEATHER: COLD	FILE: BILL BARRETT CORPORATION	

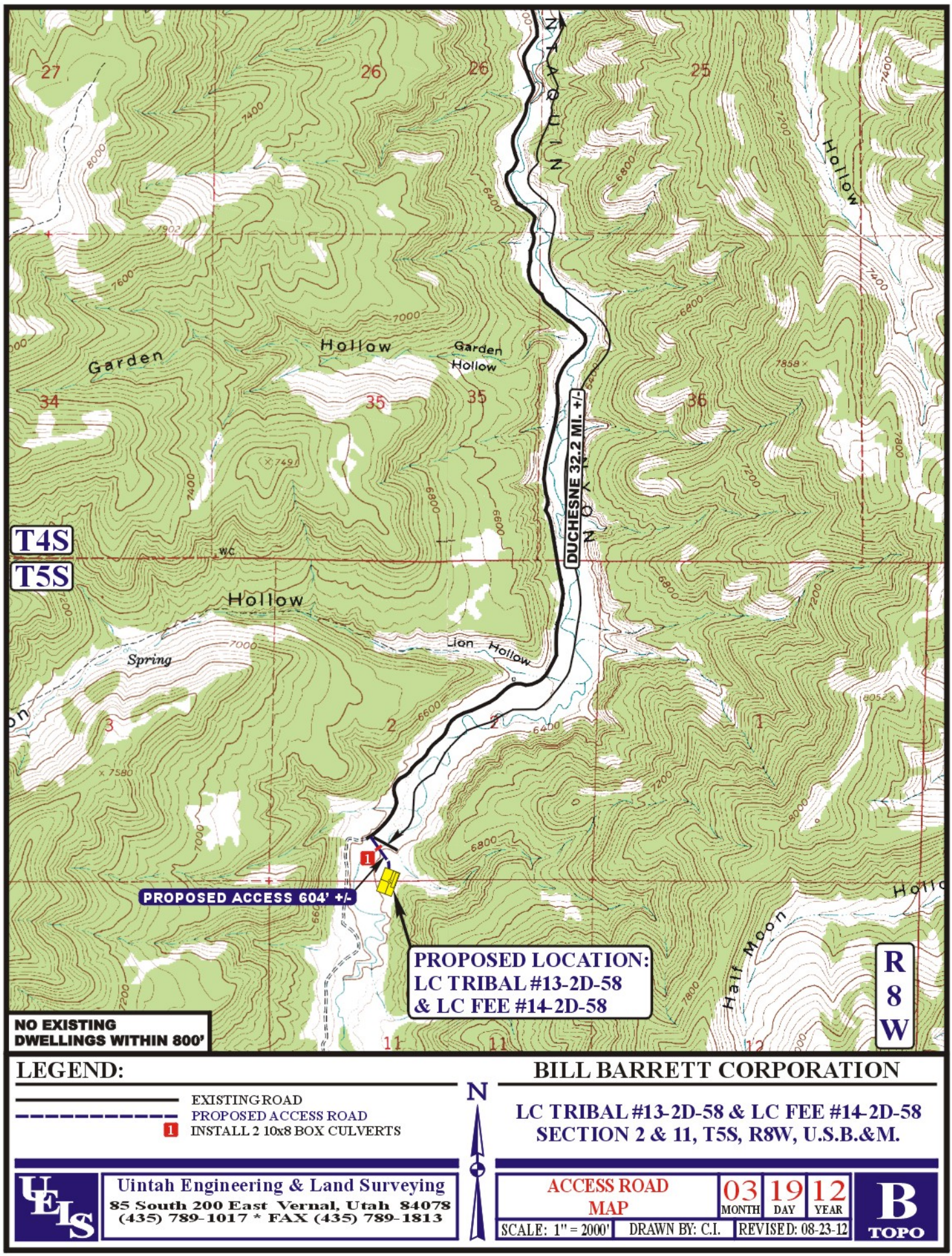
RECEIVED: November 06, 2012
API Well Number: 43013518510000

API Well Number: 43013518510000

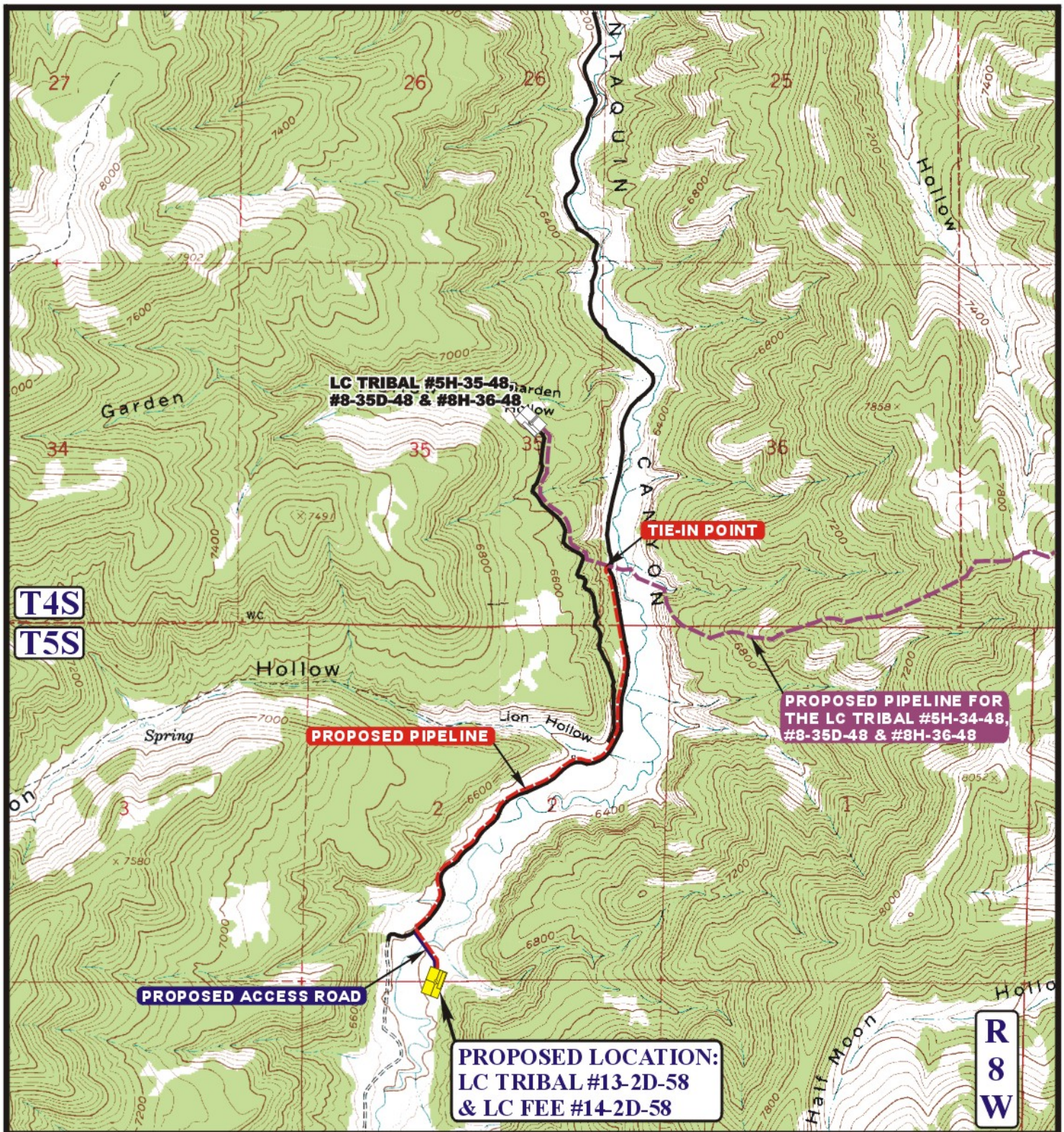


RECEIVED: November 06, 2012

API Well Number: 43013518510000



API Well Number: 43013518510000



APPROXIMATE TOTAL PIPELINE DISTANCE = 7,634' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING PIPELINE
- PROPOSED PIPELINE
- PROPOSED PIPELINE (SERVICING OTHER WELLS)

N

BILL BARRETT CORPORATION

LC TRIBAL #13-2D-58 & LC FEE #14-2D-58
SECTION 2 & 11, T5S, R8W, U.S.B.&M.

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP | 03 MONTH | 19 DAY | 12 YEAR | C TOPO

SCALE: 1" = 2000' | DRAWN BY: C.I. | REVISED: 08-23-12

API Well Number: 43013518510000

Bill Barrett Corporation

SITE DETAILS: 14-2D-58 LC Tribal
Lake Canyon

Site Latitude: 40° 4' 6.089 N
Site Longitude: 110° 45' 11.761 W

Positional Uncertainity: 0.0
Convergence: 0.48
Local North: True

COMPANY DETAILS: BILL BARRETT CORP

Calculation Method: Minimum Curvature
Error System: ISCWSA
Scan Method: Closest Approach 3D
Error Surface: Elliptical Conic
Warning Method: Error Ratio

WELL DETAILS: 14-2D-58 LC Tribal

Ground Level: 6436.0

+N/-S	+E/-W	Northing	Easting	Latitude	Longitude	Slot
0.0	0.0	632816.83	2208981.86	40° 4' 6.089 N	110° 45' 11.761 W	

WELLBORE TARGET DETAILS (LAT/LONG)

Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape
14-2D-58 LC Tribal 3PT MKR	2962.0	652.7	49.8	40° 4' 12.540 N	110° 45' 11.120 W	Rectangle (Sides: L200.0 W200.0)
14-2D-58 LC Tribal PBHL	5212.0	652.7	49.8	40° 4' 12.540 N	110° 45' 11.120 W	Rectangle (Sides: L200.0 W200.0)

SECTION DETAILS

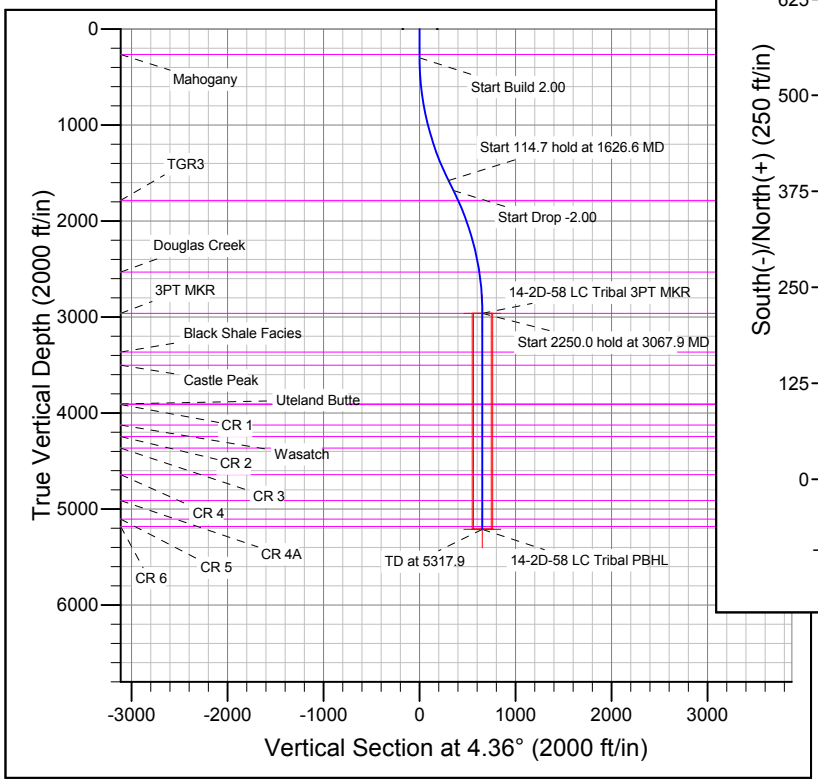
Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	300.0	0.00	0.00	300.0	0.0	0.0	0.00	0.00	0.0	
3	1626.6	26.53	4.36	1579.7	300.8	23.0	2.00	4.36	301.7	
4	1741.3	26.53	4.36	1682.3	351.9	26.9	0.00	0.00	352.9	
5	3067.9	0.00	0.00	2962.0	652.7	49.8	2.00	180.00	654.6	14-2D-58 LC Tribal 3PT MKR
6	5317.9	0.00	0.00	5212.0	652.7	49.8	0.00	0.00	654.6	14-2D-58 LC Tribal PBHL

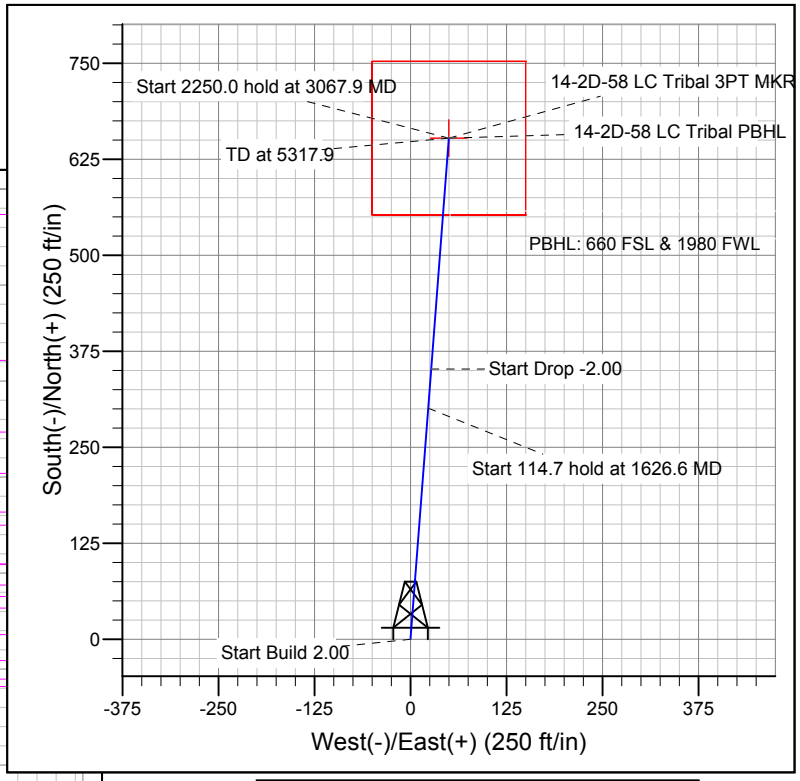
FORMATION TOP DETAILS

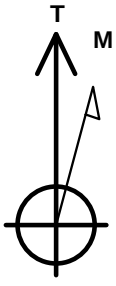
TVDPath	MDPath	Formation
267.0	267.0	Mahogany
1787.0	1857.2	TGR3
2532.0	2636.3	Douglas Creek
2962.0	3067.9	3PT MKR
3367.0	3472.9	Black Shale Facies
3502.0	3607.9	Castle Peak
3907.0	4012.9	Uteland Butte
3912.0	4017.9	CR 1
4127.0	4232.9	Wasatch
4247.0	4352.9	CR 2
4367.0	4472.9	CR 3
4642.0	4747.9	CR 4
4912.0	5017.9	CR 4A
5107.0	5212.9	CR 5
5182.0	5287.9	CR 6

CASING DETAILS

No casing data is available







Azimuths to True North
Magnetic North: 11.42°

Magnetic Field
Strength: 52040.9snT
Dip Angle: 65.64°
Date: 10/29/2012
Model: IGRF2010

RECEIVED: November 06, 2012

Bill Barrett Corp

Planning Report

Database:	Compass	**Local Co-ordinate Reference:**	Well 14-2D-58 LC Tribal
Company:	BILL BARRETT CORP	**TVD Reference:**	KB @ 6451.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	**MD Reference:**	KB @ 6451.0ft (Original Well Elev)
Site:	14-2D-58 LC Tribal	**North Reference:**	True
Well:	14-2D-58 LC Tribal	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	14-2D-58 LC Tribal		
Design:	Design #1		

Project DUCHESNE COUNTY, UT (NAD 27)

Map System:	US State Plane 1927 (Exact solution)	**System Datum:**	Ground Level
Geo Datum:	NAD 1927 (NADCON CONUS)		
Map Zone:	Utah Central 4302		

Site 14-2D-58 LC Tribal

Site Position:		**Northing:**	632,816.83 ft	**Latitude:**	40° 4' 6.089 N
From:	Lat/Long	**Easting:**	2,208,981.86 ft	**Longitude:**	110° 45' 11.761 W
Position Uncertainty:	0.0 ft	**Slot Radius:**	"	**Grid Convergence:**	0.48 °

Well 14-2D-58 LC Tribal

Well Position	**+N/-S**	0.0 ft	**Northing:**	632,816.83 ft	**Latitude:**	40° 4' 6.089 N
	+E/-W	0.0 ft	**Easting:**	2,208,981.86 ft	**Longitude:**	110° 45' 11.761 W
Position Uncertainty		0.0 ft	**Wellhead Elevation:**	ft	**Ground Level:**	6,436.0 ft

Wellbore 14-2D-58 LC Tribal

Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	10/29/2012	11.42	65.64	52,041

Design Design #1

Audit Notes:					
Version:		**Phase:**	PLAN	**Tie On Depth:**	0.0

Vertical Section:	Depth From (TVD) (ft)	+N/-S (ft)	+E/-W (ft)	Direction (°)
	0.0	0.0	0.0	4.36

Plan Sections

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
300.0	0.00	0.00	300.0	0.0	0.0	0.00	0.00	0.00	0.00	
1,626.6	26.53	4.36	1,579.7	300.8	23.0	2.00	2.00	0.00	4.36	
1,741.3	26.53	4.36	1,682.3	351.9	26.9	0.00	0.00	0.00	0.00	
3,067.9	0.00	0.00	2,962.0	652.7	49.8	2.00	-2.00	0.00	180.00	14-2D-58 LC Tribal 3I
5,317.9	0.00	0.00	5,212.0	652.7	49.8	0.00	0.00	0.00	0.00	14-2D-58 LC Tribal PI

RECEIVED: November 06, 2012

Bill Barrett Corp

Planning Report

Database:	Compass	**Local Co-ordinate Reference:**	Well 14-2D-58 LC Tribal
Company:	BILL BARRETT CORP	**TVD Reference:**	KB @ 6451.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	**MD Reference:**	KB @ 6451.0ft (Original Well Elev)
Site:	14-2D-58 LC Tribal	**North Reference:**	True
Well:	14-2D-58 LC Tribal	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	14-2D-58 LC Tribal		
Design:	Design #1		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	0.00
100.0	0.00	0.00	100.0	0.0	0.0	0.0	0.00	0.00	0.00
200.0	0.00	0.00	200.0	0.0	0.0	0.0	0.00	0.00	0.00
267.0	0.00	0.00	267.0	0.0	0.0	0.0	0.00	0.00	0.00
Mahogany									
300.0	0.00	0.00	300.0	0.0	0.0	0.0	0.00	0.00	0.00
400.0	2.00	4.36	400.0	1.7	0.1	1.7	2.00	2.00	0.00
500.0	4.00	4.36	499.8	7.0	0.5	7.0	2.00	2.00	0.00
600.0	6.00	4.36	599.5	15.6	1.2	15.7	2.00	2.00	0.00
700.0	8.00	4.36	698.7	27.8	2.1	27.9	2.00	2.00	0.00
800.0	10.00	4.36	797.5	43.4	3.3	43.5	2.00	2.00	0.00
900.0	12.00	4.36	895.6	62.4	4.8	62.6	2.00	2.00	0.00
1,000.0	14.00	4.36	993.1	84.8	6.5	85.1	2.00	2.00	0.00
1,100.0	16.00	4.36	1,089.6	110.7	8.4	111.0	2.00	2.00	0.00
1,200.0	18.00	4.36	1,185.3	139.8	10.7	140.2	2.00	2.00	0.00
1,300.0	20.00	4.36	1,279.8	172.3	13.1	172.8	2.00	2.00	0.00
1,400.0	22.00	4.36	1,373.2	208.0	15.9	208.6	2.00	2.00	0.00
1,500.0	24.00	4.36	1,465.2	247.0	18.8	247.7	2.00	2.00	0.00
1,600.0	26.00	4.36	1,555.8	289.1	22.1	289.9	2.00	2.00	0.00
1,626.6	26.53	4.36	1,579.7	300.8	23.0	301.7	2.00	2.00	0.00
1,700.0	26.53	4.36	1,645.4	333.5	25.5	334.5	0.00	0.00	0.00
1,741.3	26.53	4.36	1,682.3	351.9	26.9	352.9	0.00	0.00	0.00
1,800.0	25.36	4.36	1,735.1	377.5	28.8	378.6	2.00	-2.00	0.00
1,857.2	24.21	4.36	1,787.0	401.4	30.6	402.6	2.00	-2.00	0.00
TGR3									
1,900.0	23.36	4.36	1,826.2	418.6	31.9	419.9	2.00	-2.00	0.00
2,000.0	21.36	4.36	1,918.7	456.6	34.8	457.9	2.00	-2.00	0.00
2,100.0	19.36	4.36	2,012.4	491.3	37.5	492.7	2.00	-2.00	0.00
2,200.0	17.36	4.36	2,107.3	522.7	39.9	524.2	2.00	-2.00	0.00
2,300.0	15.36	4.36	2,203.3	550.7	42.0	552.3	2.00	-2.00	0.00
2,400.0	13.36	4.36	2,300.1	575.5	43.9	577.1	2.00	-2.00	0.00
2,500.0	11.36	4.36	2,397.8	596.8	45.5	598.5	2.00	-2.00	0.00
2,600.0	9.36	4.36	2,496.2	614.7	46.9	616.5	2.00	-2.00	0.00
2,636.3	8.63	4.36	2,532.0	620.4	47.3	622.2	2.00	-2.00	0.00
Douglas Creek									
2,700.0	7.36	4.36	2,595.1	629.2	48.0	631.1	2.00	-2.00	0.00
2,800.0	5.36	4.36	2,694.5	640.3	48.9	642.1	2.00	-2.00	0.00
2,900.0	3.36	4.36	2,794.2	647.8	49.4	649.7	2.00	-2.00	0.00
3,000.0	1.36	4.36	2,894.1	651.9	49.8	653.8	2.00	-2.00	0.00
3,067.9	0.00	0.00	2,962.0	652.7	49.8	654.6	2.00	-2.00	-6.43
3PT MKR - 14-2D-58 LC Tribal 3PT MKR									
3,100.0	0.00	0.00	2,994.1	652.7	49.8	654.6	0.00	0.00	0.00
3,200.0	0.00	0.00	3,094.1	652.7	49.8	654.6	0.00	0.00	0.00
3,300.0	0.00	0.00	3,194.1	652.7	49.8	654.6	0.00	0.00	0.00
3,400.0	0.00	0.00	3,294.1	652.7	49.8	654.6	0.00	0.00	0.00
3,472.9	0.00	0.00	3,367.0	652.7	49.8	654.6	0.00	0.00	0.00
Black Shale Facies									
3,500.0	0.00	0.00	3,394.1	652.7	49.8	654.6	0.00	0.00	0.00
3,600.0	0.00	0.00	3,494.1	652.7	49.8	654.6	0.00	0.00	0.00
3,607.9	0.00	0.00	3,502.0	652.7	49.8	654.6	0.00	0.00	0.00
Castle Peak									
3,700.0	0.00	0.00	3,594.1	652.7	49.8	654.6	0.00	0.00	0.00
3,800.0	0.00	0.00	3,694.1	652.7	49.8	654.6	0.00	0.00	0.00

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Planning Report

Database:	Compass	**Local Co-ordinate Reference:**	Well 14-2D-58 LC Tribal
Company:	BILL BARRETT CORP	**TVD Reference:**	KB @ 6451.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	**MD Reference:**	KB @ 6451.0ft (Original Well Elev)
Site:	14-2D-58 LC Tribal	**North Reference:**	True
Well:	14-2D-58 LC Tribal	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	14-2D-58 LC Tribal		
Design:	Design #1		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
3,900.0	0.00	0.00	3,794.1	652.7	49.8	654.6	0.00	0.00	0.00
4,000.0	0.00	0.00	3,894.1	652.7	49.8	654.6	0.00	0.00	0.00
4,012.9	0.00	0.00	3,907.0	652.7	49.8	654.6	0.00	0.00	0.00
Uteland Butte									
4,017.9	0.00	0.00	3,912.0	652.7	49.8	654.6	0.00	0.00	0.00
CR 1									
4,100.0	0.00	0.00	3,994.1	652.7	49.8	654.6	0.00	0.00	0.00
4,200.0	0.00	0.00	4,094.1	652.7	49.8	654.6	0.00	0.00	0.00
4,232.9	0.00	0.00	4,127.0	652.7	49.8	654.6	0.00	0.00	0.00
Wasatch									
4,300.0	0.00	0.00	4,194.1	652.7	49.8	654.6	0.00	0.00	0.00
4,352.9	0.00	0.00	4,247.0	652.7	49.8	654.6	0.00	0.00	0.00
CR 2									
4,400.0	0.00	0.00	4,294.1	652.7	49.8	654.6	0.00	0.00	0.00
4,472.9	0.00	0.00	4,367.0	652.7	49.8	654.6	0.00	0.00	0.00
CR 3									
4,500.0	0.00	0.00	4,394.1	652.7	49.8	654.6	0.00	0.00	0.00
4,600.0	0.00	0.00	4,494.1	652.7	49.8	654.6	0.00	0.00	0.00
4,700.0	0.00	0.00	4,594.1	652.7	49.8	654.6	0.00	0.00	0.00
4,747.9	0.00	0.00	4,642.0	652.7	49.8	654.6	0.00	0.00	0.00
CR 4									
4,800.0	0.00	0.00	4,694.1	652.7	49.8	654.6	0.00	0.00	0.00
4,900.0	0.00	0.00	4,794.1	652.7	49.8	654.6	0.00	0.00	0.00
5,000.0	0.00	0.00	4,894.1	652.7	49.8	654.6	0.00	0.00	0.00
5,017.9	0.00	0.00	4,912.0	652.7	49.8	654.6	0.00	0.00	0.00
CR 4A									
5,100.0	0.00	0.00	4,994.1	652.7	49.8	654.6	0.00	0.00	0.00
5,200.0	0.00	0.00	5,094.1	652.7	49.8	654.6	0.00	0.00	0.00
5,212.9	0.00	0.00	5,107.0	652.7	49.8	654.6	0.00	0.00	0.00
CR 5									
5,287.9	0.00	0.00	5,182.0	652.7	49.8	654.6	0.00	0.00	0.00
CR 6									
5,300.0	0.00	0.00	5,194.1	652.7	49.8	654.6	0.00	0.00	0.00
5,317.9	0.00	0.00	5,212.0	652.7	49.8	654.6	0.00	0.00	0.00
14-2D-58 LC Tribal PBHL									

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Bill Barrett Corp

Planning Report

Database:	Compass	**Local Co-ordinate Reference:**	Well 14-2D-58 LC Tribal
Company:	BILL BARRETT CORP	**TVD Reference:**	KB @ 6451.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	**MD Reference:**	KB @ 6451.0ft (Original Well Elev)
Site:	14-2D-58 LC Tribal	**North Reference:**	True
Well:	14-2D-58 LC Tribal	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	14-2D-58 LC Tribal		
Design:	Design #1		

Formations

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
267.0	267.0	Mahogany		0.00	
1,857.2	1,787.0	TGR3		0.00	
2,636.3	2,532.0	Douglas Creek		0.00	
3,067.9	2,962.0	3PT MKR		0.00	
3,472.9	3,367.0	Black Shale Facies		0.00	
3,607.9	3,502.0	Castle Peak		0.00	
4,012.9	3,907.0	Uteland Butte		0.00	
4,017.9	3,912.0	CR 1		0.00	
4,232.9	4,127.0	Wasatch		0.00	
4,352.9	4,247.0	CR 2		0.00	
4,472.9	4,367.0	CR 3		0.00	
4,747.9	4,642.0	CR 4		0.00	
5,017.9	4,912.0	CR 4A		0.00	
5,212.9	5,107.0	CR 5		0.00	
5,287.9	5,182.0	CR 6		0.00	

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SURFACE USE PLAN

BILL BARRETT CORPORATION

LC Tribal 13-2D-58 & 14-2D-58 Well Pad
Duchesne County, Utah

LC Tribal 13-2D-58	***LC Tribal 14-2D-58***
NENW, 8' FNL & 1,929' FWL, Sec. 11, T5S-R8W (surface hole) SWSW, 660' FSL & 660' FWL, Sec. 2, T5S-R8W (bottom hole)	SESW, 7' FSL & 1,934' FWL, Sec. 2, T5S-R8W (surface hole) SESW, 660' FSL & 1,980' FWL, Sec. 2, T5S-R8W (bottom hole)

The onsite inspection for this pad occurred on May 31, 2012. This is a new pad with two proposed wells. Plat changes and site specific stipulations requested at the onsite are reflected within this APD and summarized below.

1) Armored ditch along the north side of pad (corners 6 and 7 & corners 3 & 4) as, shown, to minimize topsoil erosion;
2) One proposed culvert at the creek crossing should be replaced with larger (25 year event) culvert and low-water crossing;
3) Production equipment to corner 6 to maximize interim reclamation efforts;
4) Erosion control (rocks and /or silt fence) on the fill side of the pad (corners 2 - 8) to minimize pad erosion potential; Interim reclaim corner 3 area;
5) Marginal Spiranthis habitat identified, no habitat found during EIS survey done within the growing season.

The excavation contractor would be provided with an approved copy of the surface use plan of operations before initiating construction.

1. Existing Roads:

a. The proposed well site is located 31 miles southwest of Duchesne, Utah. Maps and directions reflecting the route to the proposed well site are included (see Topographic maps A and B).

b. The existing State Highway 40 would be utilized for 21.3 miles from Duchesne, Utah to the Duchesne County maintained 36730 W Road that would be utilized for 0.75 miles to the existing Sams Wash Road that would be utilized for 5 miles to the existing Strawberry River Road that would be utilized for 4.9 miles to the existing Avintaquin Road that would be utilized for 4.7 miles and provides access to the planned new access road.

c. Project roads would require routine year-round maintenance to provide year-round access. Maintenance would include inspections, reduction of ruts and holes, maintenance to keep water off the road, replacement of surfacing materials, and clearing of sediment blocking ditches and culverts. Should snow removal become necessary, roads would be cleared with a motor grader and snow would be stored along the down gradient side to prohibit runoff onto the

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road. Aggregate would be used as necessary to maintain a solid running surface and minimize dust generation.

d. Vehicle operators would obey posted speed restrictions and observe safe speeds commensurate with road and weather conditions. Travel would be limited to the existing access roads and proposed access road.

e. The use of roads under State and Duchesne County Road Department maintenance are necessary to access the project area with no improvements proposed. A Duchesne County road encroachment and crossing are required prior to construction of this pad.

f. All existing roads would be maintained and kept in good repair during all phases of operation.

2. Planned Access Road:

a. Approximately 604 feet of access road trending southeast is planned from the existing Duchesne County maintained Avintaquin Road. The access road crosses entirely new disturbance on Ute Tribe surface (see Topographic Map B).

b. The planned access road would be constructed to a 30-foot ROW width with an 18-foot travel surface. See section 12.d. below for disturbance estimates.

c. New road construction and improvements of existing roads would typically require the use of motor graders, crawler tractors, 10-yard end dump trucks, and water trucks. The standard methodology for building new roads involves the use of a crawler tractor or track hoe to windrow the vegetation to one side of the road corridor, remove topsoil to the opposing side of the corridor, and rough-in the roadway. This is followed by a grader or bulldozer to establish barrow ditches and crown the road surface. Where culverts are required, a track hoe or backhoe would trench the road and install the culverts. Some hand labor would be required when installing and armoring culverts. Road base or gravel in some instances would be necessary and would be hauled in and a grader used to smooth the running surface.

d. The proposed road would be constructed to facilitate drainage, control erosion and minimize visual impacts by following natural contours where practical. No unnecessary side-casting of material would occur on steep slopes.

e. A maximum grade of 10% would be maintained throughout the project with minimum cuts and fills, as necessary, to access the well.

f. Excess rock from construction of the pad may be used for surfacing of the access road if necessary. Any additional aggregate necessary would be obtained from private or State of Utah lands in conformance with applicable regulations.

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Aggregate would be of sufficient size, type, and amount to allow all weather access and alleviate dust.

g. Where topsoil removal is necessary, it would be windrowed (i.e. stockpiled/accumulated along the edge of the ROW and in a low row/pile parallel with the ROW) and re-spread over the disturbed area after construction and backfilling are completed. Vegetation removed from the disturbed area would also be re-spread to provide protection, nutrient recycling, and a seed source for reclamation.

h. Turnouts are not proposed.

i. One culvert (2-10x8 box culverts)/ low-water crossing combination is anticipated. Adequate drainage structures, where necessary, would be incorporated into the remainder of the road to prevent soil erosion and accommodate all-weather traffic.

j. No gates or cattle guards are anticipated at this time.

k. Surface disturbance and vehicular travel would be limited to the approved location access road. Adequate signs would be posted, as necessary, to warn the public of project related traffic.

l. All access roads and surface disturbing activities would conform to the appropriate standard, **no higher than necessary**, to accommodate their intended function adequately as outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, Fourth Edition – Revised 2007.

m. The operator would be responsible for all maintenance needs of the new access road.

3. Location of Existing Wells (see One-Mile Radius Map):

a. Following is a list of wells with surface hole locations within a one-mile radius of the proposed pad:

i. water wells	none
ii. injection wells	none
iii. disposal wells	none
iv. drilling wells	none
v. temp shut-in wells	none
vi. producing wells	none
vii. abandoned wells	none

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4. Location of Production Facilities

a. Surface facilities would consist of a wellhead, separator, gas meter, combustor, (1) 500 gal methanol tank, (1) 500 glycol tank, (3) 500 bbl oil tanks, (1) 500 bbl water tank, (1) 500 bbl test tank, (1) 1000 gal propane tank, a pumping unit or Roto-flex unit or ESP or gas lift unit, electrical or with a natural gas or diesel fired motor, solar panels, solar chemical and methanol pumps and one trace pump. See attached proposed facility diagram.

b. Most wells would be fitted with a pump jack or Roto-flex unit or ESP or gas lift to assist liquid production. The prime mover for pump jacks or Roto-flex units would be small (100 horsepower or less), electric motor or natural gas or diesel fired internal combustion engines. If a gas lift is installed, it would be set on a 10 ft x 25 ft pad and the prime mover would be a natural gas-fired internal combustion engine rated at 200 horsepower or less or an electric compressor of similar horsepower powered by electricity.

c. The tank battery would be surrounded by a secondary containment berm of sufficient capacity to contain 1.1 times the entire capacity of the largest single tank and sufficient freeboard to contain precipitation. All loading lines and valves would be placed inside the berm surrounding the tank battery or would utilize catchment basins to contain spills. All liquid hydrocarbon production and measurement shall conform to the provisions of 43 CFR 3162.7-2 and Onshore Oil and Gas Order No. 4 for the measurement of oil.

d. Gas meter run(s) would be constructed and located on lease within 500 feet of the wellheads. Meter runs would be housed and/or fenced. As practicably feasible, meters would be equipped with remote telemetry monitoring systems. All gas production and measurement shall comply with the provisions of 43 CFR 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.

e. A combustor may be installed at this location for control of associated condensate tank emissions. A combustor ranges from 24 inches to 48 inches wide and is approximately 27 ft tall. Combustor placement would be on existing disturbance.

f. Approximately 7,634 feet of pipeline corridor (see Topographic Map C) containing up to three lines (one gas pipeline up to 12 inch in diameter, one water line up to 8 inch in diameter and one residue line up to 8 inch in diameter) is proposed trending northeast to the proposed LC Tribal 5H-35-48, 8-35D-48 & 8H-36-48 pipeline corridor. The proposed pipeline continues from the proposed LC Tribal 5H-35-48, 8-35D-48 & 8H-36-48 pipeline trending east approximately 10,212.70 feet (1.9 miles) to the proposed LC Tribal 6-30D-47 pipeline corridor. Pipelines would be constructed of steel, polyethylene or fiberglass and would connect to the proposed pipeline servicing nearby BBC wells. The pipeline crosses entirely Ute Tribe surface.

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g. The new segment of gas pipeline would be surface laid or buried within a 30 foot wide pipeline corridor adjacent to the proposed access road. Approval to bury pipelines would be obtained from the appropriate surface owner(s). See 12.d below for disturbance estimates.

h. Construction of the ROW would temporarily utilize the 30 foot disturbed width for the road for a total disturbed width of 60 foot for the road and pipeline corridors. The use of the proposed well site and access roads would facilitate the staging of the pipeline construction.

i. Pipeline construction methods and practices would be planned and conducted by BBC with the objective of enhancing reclamation and fostering the re-establishment of the native plant community.

j. All permanent above-ground structures would be painted a flat, non-reflective color, such as Beetle Green, to match the standard environmental colors. All facilities would be painted the designated color at the time of installation. Facilities required to comply with the Occupational Safety and Health Act (OSHA) may be excluded.

k. Site security guidelines identified in 43 CFR 3162.7-5 and Onshore Oil and Gas Order No. 3 would be adhered to. Any modifications to proposed facilities would be reflected in the site security diagram submitted.

l. The site would require periodic maintenance to ensure that drainages are kept open and free of debris, and that surfaces are properly treated to reduce erosion, fugitive dust, and impacts to adjacent areas.

5. Location and Type of Water Supply:

a. Water for the drilling and completion would be trucked from any of the following locations:

Water Right No. and Application or Change No.	Applicant	Allocation	Date	Point of Diversion	Source
43-180	Duchesne City Water Service District	5 cfs	8/13/2004	Knight Diversion Dam	Duchesne River
43-1202, Change a13837	Myton City	5.49 cfr and 3967 acre feet	3/21/1986	Knight Diversion Dam	Duchesne River
43-10444, Appln A57477	Duchesne County Upper Country Water	2 cfs	1994	Ditch at Source	Cow Canyon Spring
43-10446, Appln F57432	Duchesne County Upper Country Water	1.58 cfs	1994	Ditch at Source	Cow Canyon Spring

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Water Right No. and Application or Change No.	Applicant	Allocation	Date	Point of Diversion	Source
43-1273, Appln A17462	J.J.N.P. Company	7 cfs	1946	Strawberry River	Strawberry River
43-1273, Appln t36590	J.J.N.P. Company	4 cfs	6/03/2010	Strawberry River	Strawberry River
43-2505, Appln t37379	McKinnon Ranch Properties, LC	1.3 cfs	4/28/2011	Pumped from Sec, 17, T4SR6W	Water Canyon Lake
43-12415, Change A17215a	Peatross Ranch, LLC	1.89 cfs	09/2011	Dugout Pond	Strawberry River

b. No new water well is proposed with this application.

c. Should additional water sources be pursued they would be properly permitted through the State of Utah – Division of Water Rights.

d. Water use would vary in accordance with the formations to be drilled but would be up to approximately 5.41 acre feet for drilling and completion operations.

6. Source of Construction Material:

a. The use of materials would conform to 43 CFR 3610.2-3.

b. No construction materials would be removed from the lease or EDA area.

c. If any additional gravel is required, it would be obtained from a local supplier having a permitted source of materials within the general area.

7. Methods of Handling Waste Disposal:

a. All wastes associated with this application would be contained and disposed of utilizing approved facilities.

b. The reserve pit would be constructed so as not to leak, break or allow any discharge.

c. The reserve pit would be lined with 12 mil (minimum) thickness polyethylene nylon reinforced liner material. The liner(s) would overlay straw, dirt and/or bentonite if rock is encountered during excavation. The liner would overlap the pit walls and be covered with dirt and/or rocks to hold them in place. No trash, scrap pipe, or other materials that could puncture the liner would be discarded in the pit. A minimum of two feet of free board would be maintained between the maximum fluid level and the top of the reserve pit at all times.

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d. To deter livestock from entering the pit, the three sides exterior to the location would be fenced before drilling starts. Following the conclusion of drilling and completion activities, the fourth side would also be fenced.

e. Drill cuttings would be contained in the pit and buried on-site for a period not to exceed six months, weather permitting

f. Produced fluids from the well other than water would be decanted into steel test tank(s) until such time as construction of production facilities is completed. Any oil that may be accumulated would be transferred to a permanent production tank. Produced water may be used in further drilling and completion activities, evaporated in the pit, or would be hauled to one of the state-approved disposal facilities below:

Disposal Facilities
1. RNI Industries, Inc. – Pleasant Valley Disposal Pits, Sec. 25, 26, 35 & 36, T4S-R3W
2. Pro Water LLC – Blue Bench 13-1 Disposal Well (43-013-30971) NENE, Sec. 13, T3S-R5W
3. RN Industries, Inc. – Bluebell Disposal Ponds, Sec. 2, 4 & 9, T2S-R2W
4. Water Disposal, Inc. – Harmston 1-32-A1 Disposal Well (43-013-30224), UTR #00707, Sec. 32, T1S-R1W
5. Unified Water Pits – Sec. 31, T2S-R4W
6. Iowa Tank Line Pits – 8500 BLM Fence Road, Pleasant Valley
7. Western Water Solutions – Sand Pass Ranch, Sections 9 and 10, T4S-R1W, permit #WD-01-2011

g. Any salts and/or chemicals, which are an integral part of the drilling system, would be disposed of in the same manner as the drilling fluid.

h. Any spills of oil, condensate, produced or frac water, drilling fluids, or other potentially deleterious substances would be recovered and either returned to its origin or disposed of at an approved disposal site, most likely in Duchesne, Utah.

i. Chemicals on the EPA's Consolidated List of Chemicals subject to reporting under Title III of the Superfund Amendments and Reauthorization Act of 1986 (SARA) may be used or stored in quantities over reportable quantities. In the course of drilling, BBC could potentially store and use diesel fuel, sand (silica), hydrochloric acid, and CO_2 gas, all described as hazardous substances in 40 CFR Part 302, Section 302.4, in quantities exceeding 10,000 pounds. In addition, natural gas condensate and crude oil and methanol may be stored or used in reportable quantities. Small quantities of retail products (paint/spray paints, solvents {e.g., WD-40}, and lubrication oil) containing non-reportable volumes of hazardous substances may be stored and used on site at any time. No extremely hazardous substances, as defined in 40 CFR 355, would be used, produced, stored, transported or disposed of in association with the drilling, testing or completion of the wells.

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j. Portable toilets and trash containers would be located onsite during drilling and completion operations. A commercial supplier would install and maintain portable toilets and equipment and would be responsible for removing sanitary waste. Sanitary waste facilities (i.e. toilet holding tanks) would be regularly pumped and their contents disposed of at approved sewage disposal facilities in Duchesne, and/or Uintah Counties, in accordance with applicable rules and regulations regarding sewage treatment and disposal. Accumulated trash and nonflammable waste materials would be hauled to an approved landfill once a week or as often as necessary. All debris and waste materials not contained in the trash containers would be cleaned up, removed from the construction ROW, well pad, or worker housing location, and disposed of at an approved landfill. Trash would be cleaned up everyday.

k. Sanitary waste equipment and trash bins would be removed from the Project Area upon completion of access road or pipeline construction; following drilling and completion operations at an individual well pad; when worker housing is no longer needed; or as required.

l. A flare pit may be constructed a minimum of 110' from the wellhead(s) and may be used during completion work. In the event a flare pit proves to be unworkable, a temporary flare stack or open top tank would be installed. BBC would flow back as much fluid and gas as possible into pressurized vessels, separating the fluids from the gas. In some instances, due to the completion fluids utilized within the Project Area, it is not feasible to direct the flow stream from the wellbore through pressurized vessels. In such instances BBC proposes to direct the flow to the open top tanks until flow through the pressurized vessels is feasible. At which point the fluid would either be returned to the reserve pit or placed into a tank(s). The gas would be directed to the flare pit, flare stack (each with a constant source of ignition), or may be directed into the sales pipeline.

m. Hydrocarbons would be removed from the reserve pit would as soon as practical. In the event immediate removal is not practical, the reserve pit would be flagged overhead or covered with wire or plastic mesh to protect migrating birds.

8. Ancillary Facilities:

a. Garbage containers and portable toilets would be located on the well pad.

b. On well pads where active drilling and completion is occurring, temporary housing would be provided on location for the well pad supervisor, geologist, tool pusher, and others that are required to be on location at all times. The well pad could include up to five single wide mobile homes or fifth wheel campers/trailers.

c. A surface powerline corridor is not proposed with this application but may be applied for in the future.

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9. Well Site Layout:

a. The well would be properly identified in accordance with 43 CFR 3162.6.

b. The pad layout, cross section diagrams and rig layout are enclosed (see Figures 1 and 2).

c. The pad and road designs are consistent with industry specifications.

d. The pad has been staked at its maximum size of 384 feet x 255 feet with an inboard reserve pit size of 250 feet x 55 feet x 8 feet deep. See section 12.d below for disturbance estimates.

e. Within the approved well pad location, a crawler tractor would strip whatever topsoil is present and stockpile it along the edge of the well pad for use during reclamation. Vegetation would be distributed along the sides of the well pad.

f. Fill from pit excavation would be stockpiled along the edge of the pit and the adjacent edge of the well pad.

g. Use of erosion control measures, including proper grading to minimize slopes, diversion terraces and ditches, mulching, terracing, riprap, fiber matting, temporary sediment traps, and broad-based drainage dips or low water crossings would be employed by BBC as necessary and appropriate to minimize erosion and surface runoff during well pad construction and operation. Cut and fill slopes would be constructed such that stability would be maintained for the life of the activity.

h. All cut and fill slopes would be such that stability can be maintained for the life of the activity.

i. Diversion ditches would be constructed, if necessary, around the well site to prevent surface waters from entering the well site area.

j. Water application may be implemented if necessary to minimize the amount of fugitive dust.

k. All surface disturbing activities would be supervised by a qualified, responsible company representative who is aware of the terms and conditions of the APD and specifications in the approved plans.

10. Plan for Restoration of the Surface:

a. A site specific reclamation plan would be submitted, if requested, within 90 days of location construction to the surface managing agency.

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b. Site reclamation would be accomplished for portions of the well pad not required for the continued operation of the well on this pad within six months of completion, weather permitting.

c. The operator would control noxious weeds along access road use authorizations and well site by spraying or mechanical removal, according to the Utah Noxious Weed Act and as set forth in the approved surface damage agreements.

d. Rat and mouse holes would be filled and compacted from bottom to top immediately upon release of the drilling rig from location. Upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1. The reserve pit would be allowed to dry prior to the commencement of backfilling work. No attempts would be made to backfill the reserve pit until it is free of standing water. Once dry, the liner would be torn and perforated before backfilling.

e. The reserve pit and that portion of the location not needed for production facilities/operations would be recontoured to the approximate natural contours. Areas not used for production purposes would be backfilled and blended into the surrounding terrain, reseeded and erosion control measures installed. Mulching, erosion control measures and fertilization may be required to achieve acceptable stabilization. Back slopes and fore slopes would be reduced as practical and scarified with the contour. The reserved topsoil would be evenly distributed over the slopes and scarified along the contour. Slopes would be seeded with the Ute Tribe specified seed mix.

f. Topsoil salvaged from the drill site and stored for more than one year would be placed at the location indicated on the well site layout drawing and graded to a depth optimum to maintain topsoil viability, seeded with the Ute Tribe prescribed seed mixture and covered with mulch for protection from wind and water erosion and to discourage the invasion of weeds.

11. Surface and Mineral Ownership:

a. Surface ownership – Ute Indian Tribe - 988 South 7500 East; Ft. Duchesne, Utah 84026; 435-725-4982.

b. Mineral ownership – Ute Indian Tribe - 988 South 7500 East; Ft. Duchesne, Utah 84026; 435-725-4982.

12. Other Information:

a. Montgomery Archeological Consultants has conducted a Class III archeological survey. A copy of the report has been submitted under separate cover to the appropriate agencies by Montgomery as report 12-106 (U-12-MQ-0310i) dated May 10, 2012.

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b. BBC would require that their personnel, contractors, and subcontractors to comply with Federal regulations intended to protect archeological and cultural resources.

c. Project personnel and contractors would be educated on and subject to the following requirements:

- No dogs or firearms within the Project Area.
- No littering within the Project Area.
- Smoking within the Project Area would only be allowed in off-operator active locations or in specifically designated smoking areas. All cigarette butts would be placed in appropriate containers and not thrown on the ground or out windows of vehicles; personnel and contractors would abide by all fire restriction orders.
- Campfires or uncontained fires of any kind would be prohibited.
- Portable generators used in the Project Area would have spark arrestors.

d. Disturbance estimates:

Approximate Acreage Disturbances			
Well Pad		3.151	acres
Access	604 feet	0.398	acres
Pipeline	7,634 feet	5.240	acres
	Total	**8.789**	**acres**

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Bill Barrett Corporation
Surface Use Plan
LC Tribal 13-2D-58 & 14-2D-58 Well Pad
Duchesne County, UT

OPERATOR CERTIFICATION

Certification:

I hereby certify that I, or someone under my direction supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made in this APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein would be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or the company I represent, am responsible for the operations conducted under this application and that bond coverage is provided under Bill Barrett Corporations federal nationwide bond. These statements are subject to the provisions of 18 U.S.C. 1001 for the filings of false statements.

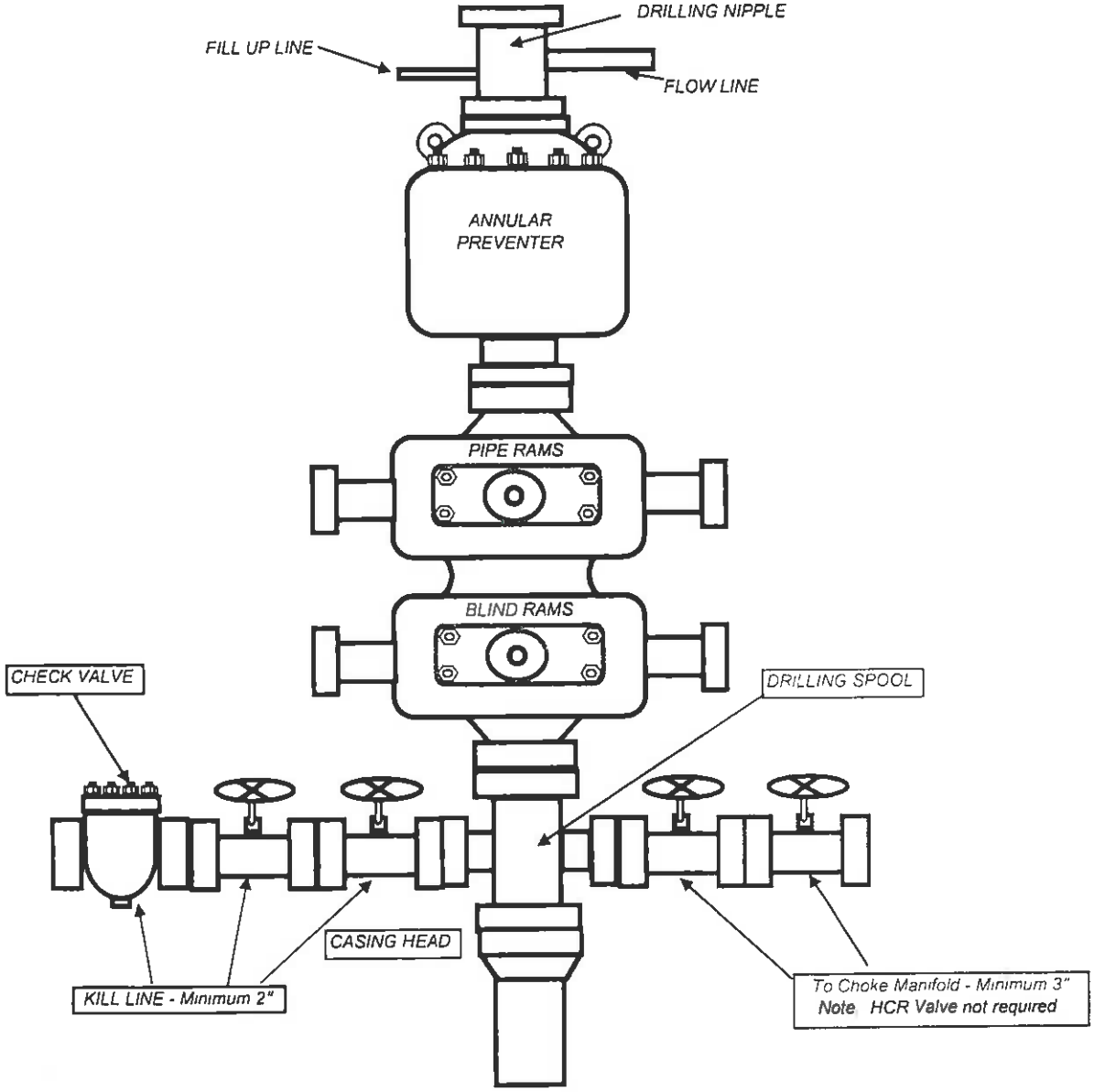
Executed this	6th day of November, 2012
Name:	Venessa Langmacher
Position Title:	Senior Permit Analyst
Address:	1099 18th Street, Suite 2300, Denver, CO 80202
Telephone:	303-312-8172
E-mail:	vlangmacher@billbarrettcorp.com
Field Representative	Kary Eldredge / Bill Barrett Corporation
Address:	1820 W. Highway 40, Roosevelt, UT 84066
Telephone:	435-725-3515 (office); 435-724-6789 (mobile)
E-mail:	keldredge@billbarrettcorp.com

Venessa Langmacher, Senior Permit Analyst

RECEIVED: November 06, 2012

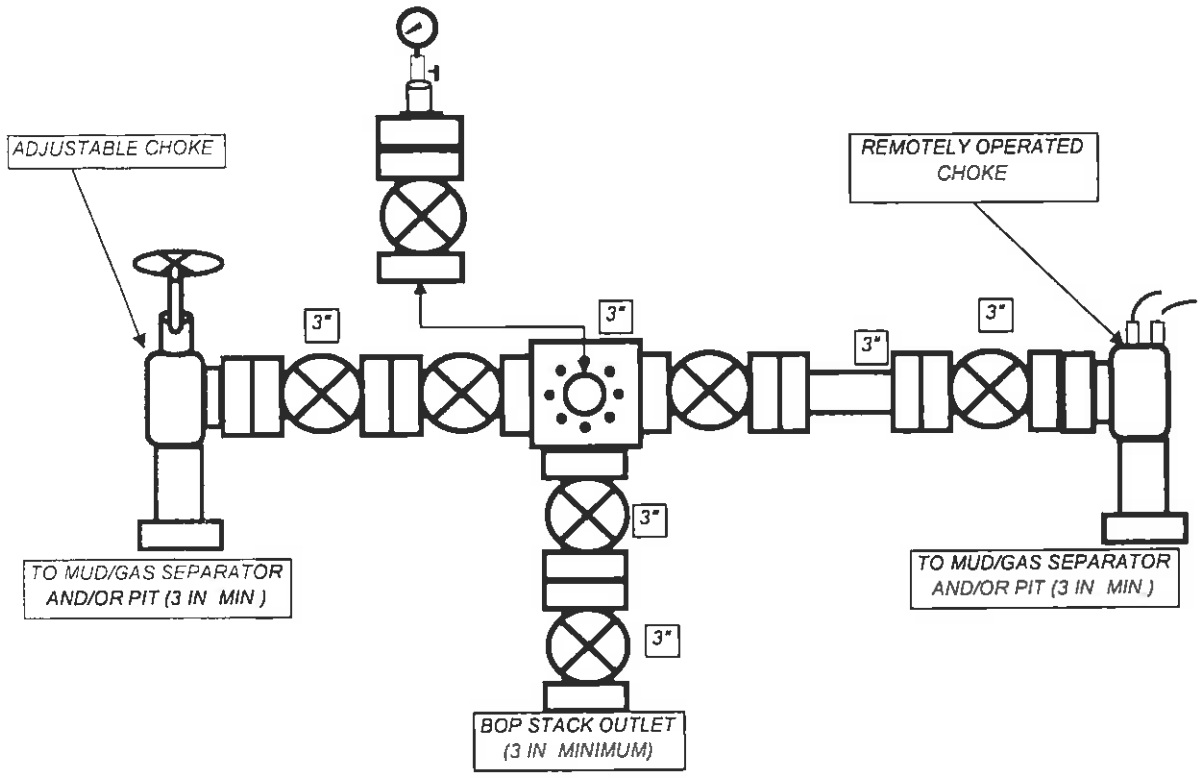
BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. BLOWOUT PREVENTER



BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. CHOKE MANIFOLD



Bill Barrett Corporation

November 6, 2012

Ms. Diana Mason – Petroleum Technician
State of Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
P. O. Box 145801
Salt Lake City, Utah 84114-5801

Re: Directional Drilling R649-3-11
Lake Canyon Area #14-2D-58 LCT Well
Surface: 7' FSL & 1934' FWL, SESW, 2-T5S-R8W, USM
Bottom Hole: 660' FSL & 1980' FWL, SESW, 2-T5S-R8W, USM
Duchesne County, Utah

Dear Ms. Mason,

Pursuant to the filing of Bill Barrett Corporation's ("BBC") Application for Permit to Drill the above referenced well, we hereby submit this letter in accordance with Oil & Gas Conservation Rules R649-2, R649-3, R649-10 and R649-11, pertaining to the Location and Siting of Wells.

- The proposed location is within our Lake Canyon Area.
- BBC is permitting this well as a directional well in order to minimize surface disturbance. By locating the well at the surface location and directionally drilling from this location, BBC will be able to utilize the existing road and pipelines in the area.
- The well will be drilled under an Exploration and Development Agreement between the Ute Indian Tribe and Ute Distribution Corporation. Ute Energy, LLC owns a right to participate in this well.
- BBC certifies that it is the working interest owner of all lands within 460 feet of the proposed well location, and together with Ute Energy, LLC, we own 100% of the working interest in these lands.

Based on the information provided, BBC requests that the permit be granted pursuant to R649-3-11. Should you have any questions or need further information, please contact me at 303-312-8544.

Sincerely,

Vanessa Langmacher

David Watts
Landman

1099 18TH STREET
SUITE 2300
DENVER, CO 80202
P 303.293.9100
F 303.291.0420

RECEIVED: November 06, 2012

API Well Number: 43013518510000

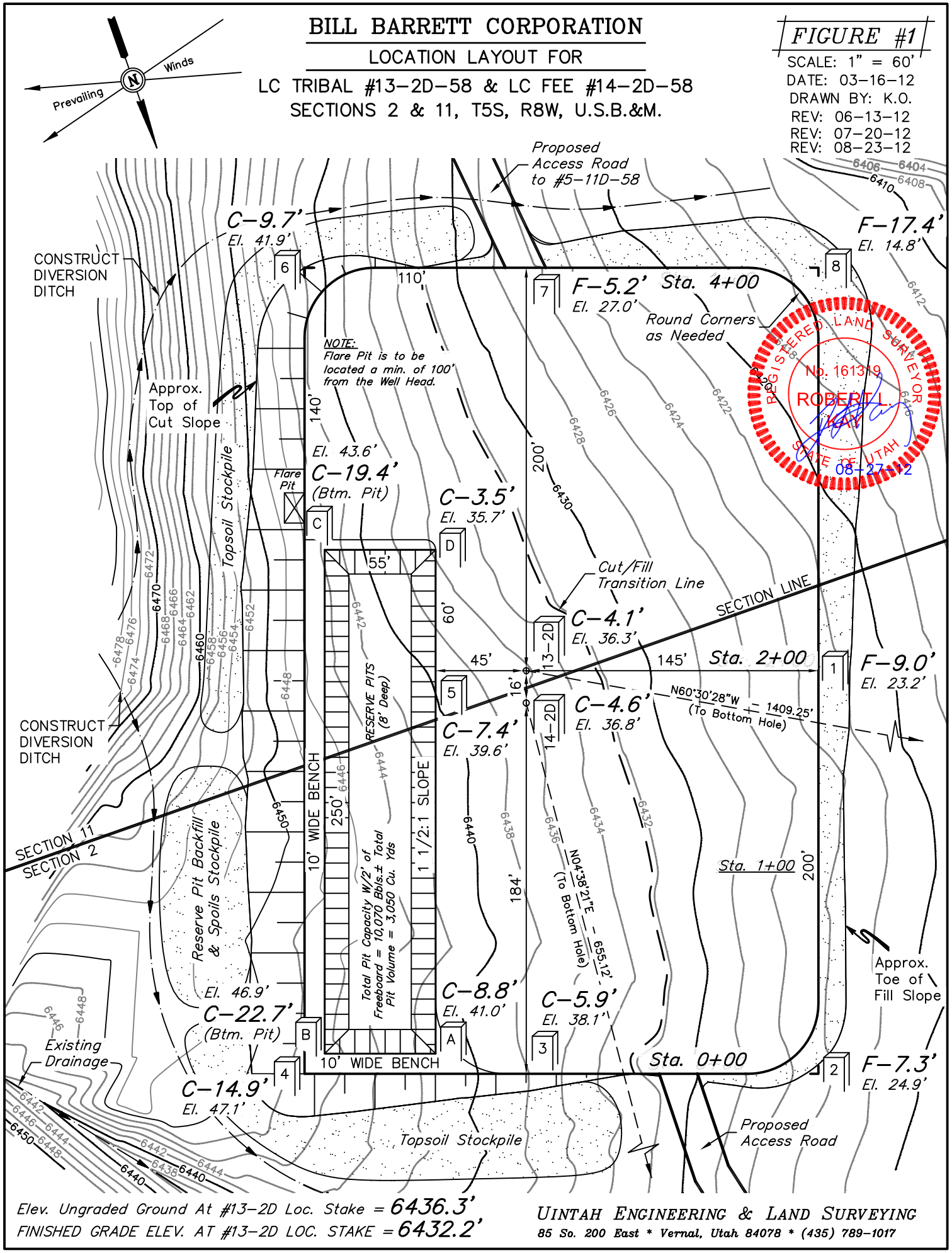
BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

LC TRIBAL #13-2D-58 & LC FEE #14-2D-58
SECTIONS 2 & 11, T5S, R8W, U.S.B.&M.

FIGURE #1

SCALE: 1" = 60'
DATE: 03-16-12
DRAWN BY: K.O.
REV: 06-13-12
REV: 07-20-12
REV: 08-23-12



Elev. Ungraded Ground At #13-2D Loc. Stake = 6436.3'
FINISHED GRADE ELEV. AT #13-2D LOC. STAKE = 6432.2'

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: November 06, 2012

BILL BARRETT CORPORATION

TYPICAL CROSS SECTIONS FOR

LC TRIBAL #13-2D-58 & LC FEE #14-2D-58

SECTIONS 2 & 11, T5S, R8W, U.S.B.&M.

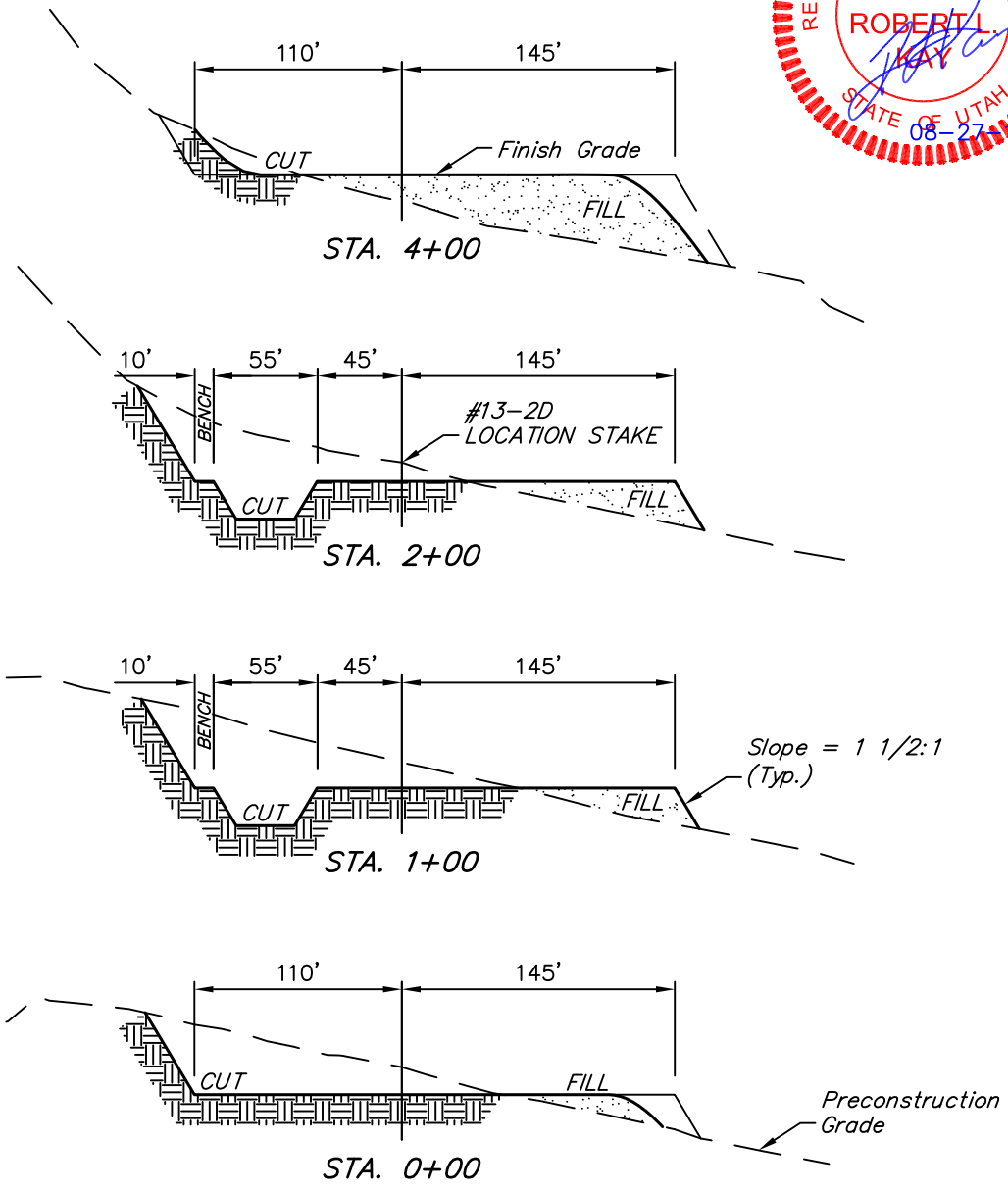
FIGURE #2

1" = 40' X-Section Scale

1" = 100'

DATE: 03-16-12
DRAWN BY: K.O.
REV: 07-20-12
REV: 08-23-12

REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
08-27-12



NOTE:
Topsoil should not be Stripped Below Finished Grade on Substructure Area.

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 3.151 ACRES
ACCESS ROAD DISTURBANCE = ± 0.398 ACRES
PIPELINE DISTURBANCE = ± 5.240 ACRES
TOTAL = ± 8.789 ACRES

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(12") Topsoil Stripping = 4,650 Cu. Yds.
Remaining Location = 17,220 Cu. Yds.
TOTAL CUT = 21,870 CU. YDS.
FILL = 15,690 CU. YDS.

EXCESS MATERIAL = 6,180 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.) = 6,180 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation) = 0 Cu. Yds.

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: November 06, 2012

BILL BARRETT CORPORATION

TYPICAL RIG LAYOUT FOR

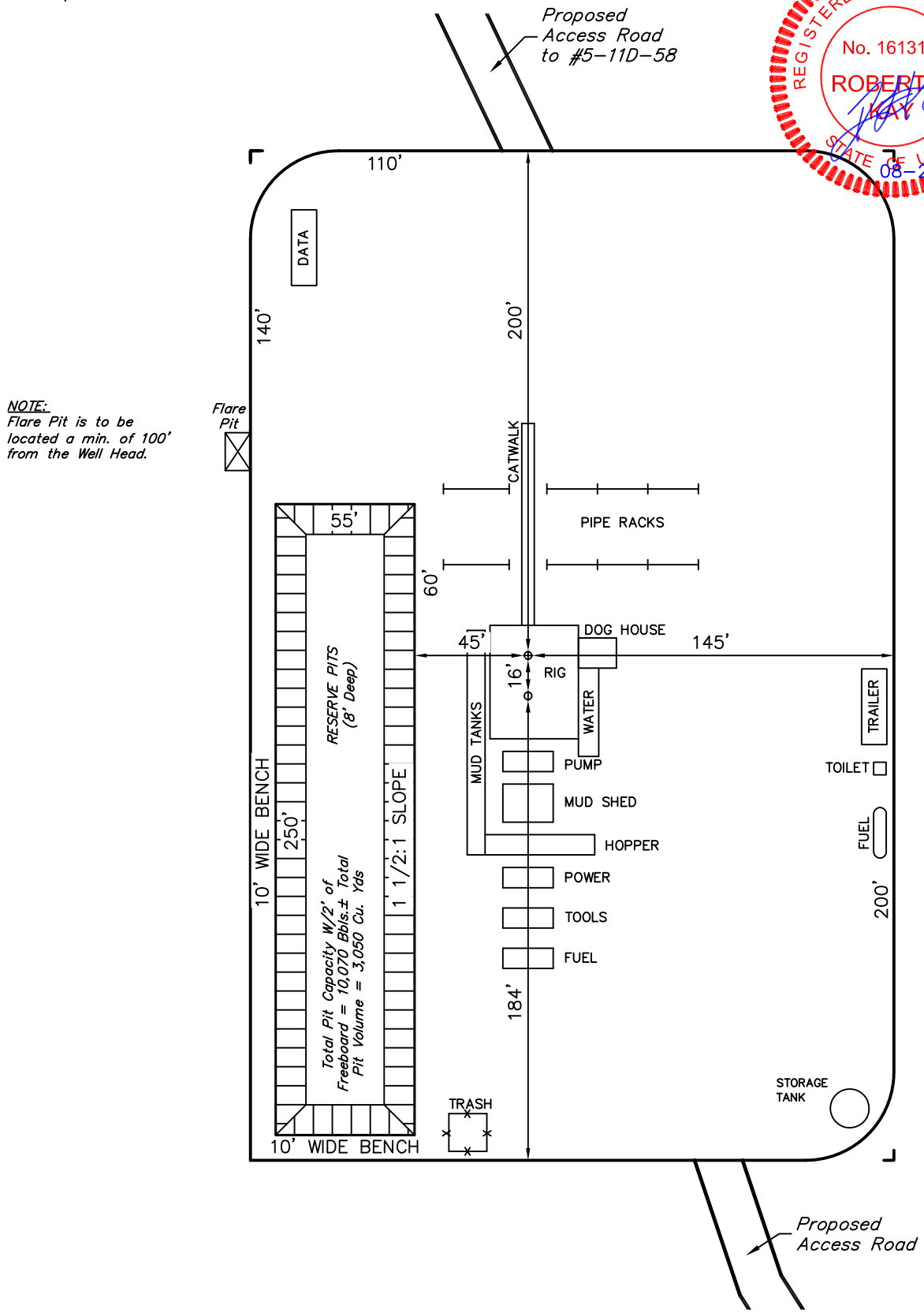
LC TRIBAL #13-2D-58 & LC FEE #14-2D-58

SECTIONS 2 & 11, T5S, R8W, U.S.B.&M.

FIGURE #3

SCALE: 1" = 60'
DATE: 03-16-12
DRAWN BY: K.O.
REV: 07-20-12
REV: 08-23-12

REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
08-27-12



NOTE:
Flare Pit is to be located a min. of 100' from the Well Head.

UINTAH ENGINEERING & LAND SURVEYING
*85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017*

RECEIVED: November 06, 2012

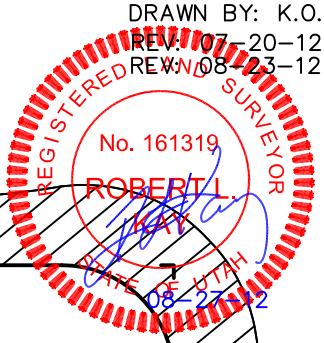
BILL BARRETT CORPORATION

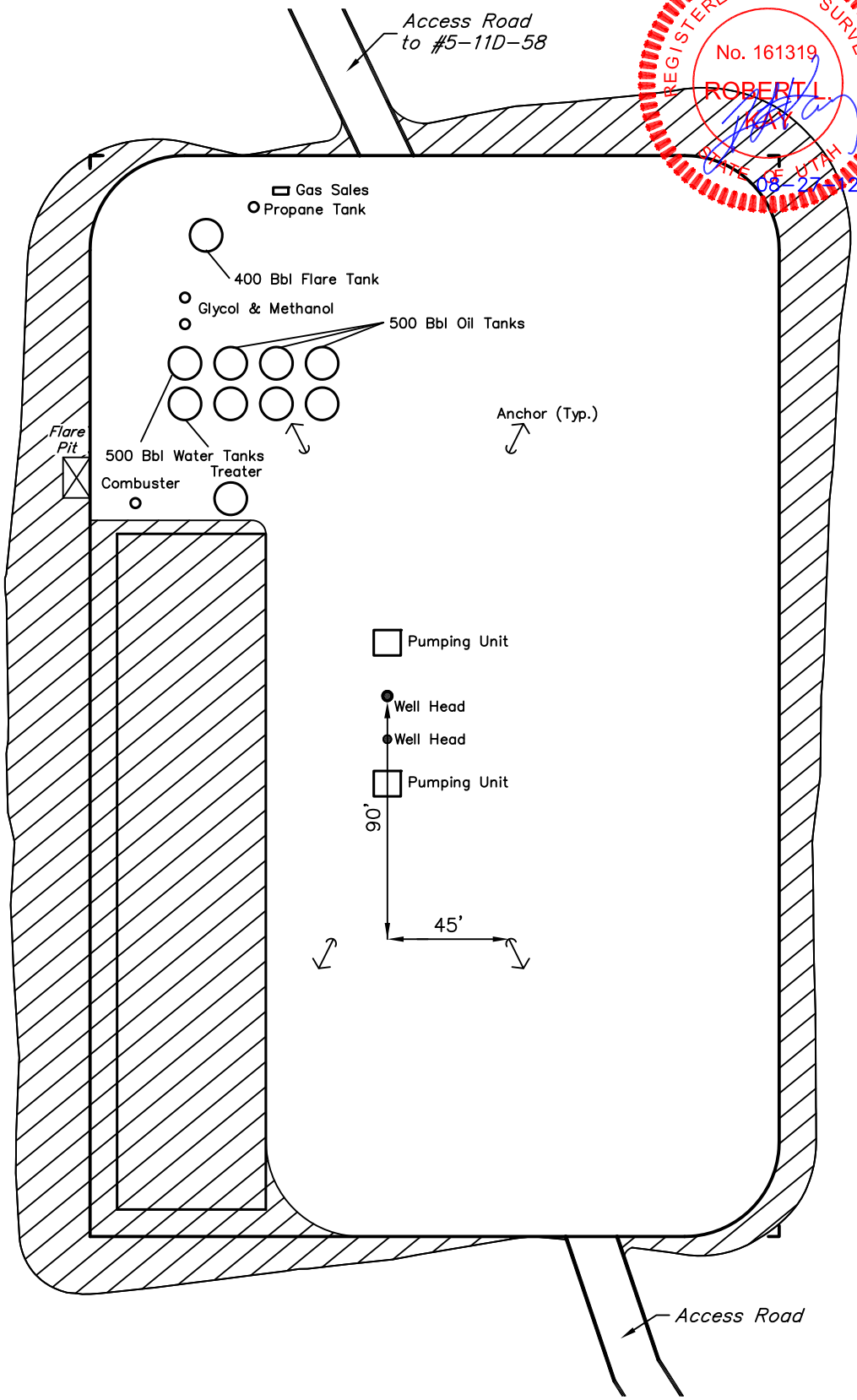
INTERIM RECLAMATION PLAN FOR

LC TRIBAL #13-2D-58 & LC FEE #14-2D-58
SECTIONS 2 & 11, T5S, R8W, U.S.B.&M.

FIGURE #4

SCALE: 1" = 60'
DATE: 06-13-12
DRAWN BY: K.O.
REV: 07-20-12
REV: 08-23-12





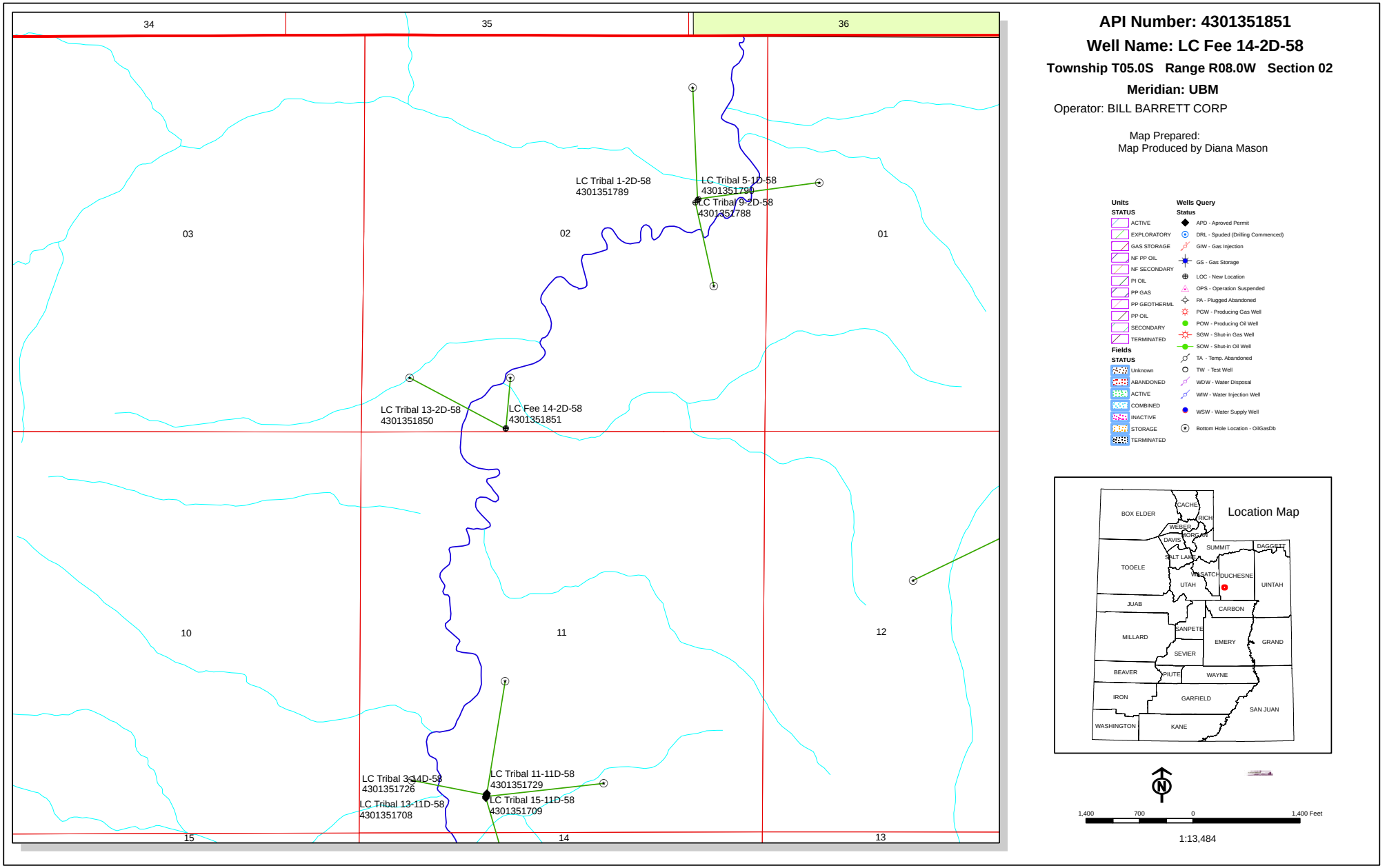
INTERIM RECLAMATION

APPROXIMATE ACREAGES
UN-RECLAIMED = ± 1.913 ACRES

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: November 06, 2012

API Well Number: 43013518510000



RECEIVED: November 14, 2012

API Well Number: 43013518510000

BOPE REVIEW BILL BARRETT CORP LC Fee 14-2D-58 43013518510000

Well Name	BILL BARRETT CORP LC Fee 14-2D-58 43013518510000			
String	Cond	Surf	Prod	
Casing Size(")	16.000	9.625	9.625	
Setting Depth (TVD)	80	800	5318	
Previous Shoe Setting Depth (TVD)	0	80	800	
Max Mud Weight (ppg)	8.8	8.8	9.6	
BOPE Proposed (psi)	0	500	5000	
Casing Internal Yield (psi)	1000	3520	10640	
Operators Max Anticipated Pressure (psi)	2654		9.6	

Calculations	Cond String	16.000	"	
Max BHP (psi)	.052*Setting Depth*MW=	37		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	27	NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	19	NO	
			***Can Full Expected Pressure Be Held At Previous Shoe?**	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	19	NO	
Required Casing/BOPE Test Pressure=		80	psi	
***Max Pressure Allowed @ Previous Casing Shoe=**		0	psi *Assumes 1psi/ft frac gradient	

Calculations	Surf String	9.625	"	
Max BHP (psi)	.052*Setting Depth*MW=	366		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	270	YES	diverter or rotating head
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	190	YES	OK
			***Can Full Expected Pressure Be Held At Previous Shoe?**	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	208	NO	OK
Required Casing/BOPE Test Pressure=		800	psi	
***Max Pressure Allowed @ Previous Casing Shoe=**		80	psi *Assumes 1psi/ft frac gradient	

Calculations	Prod String	9.625	"	
Max BHP (psi)	.052*Setting Depth*MW=	2655		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	2017	YES	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	1485	YES	OK
			***Can Full Expected Pressure Be Held At Previous Shoe?**	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	1661	NO	Reasonable
Required Casing/BOPE Test Pressure=		5000	psi	
***Max Pressure Allowed @ Previous Casing Shoe=**		800	psi *Assumes 1psi/ft frac gradient	

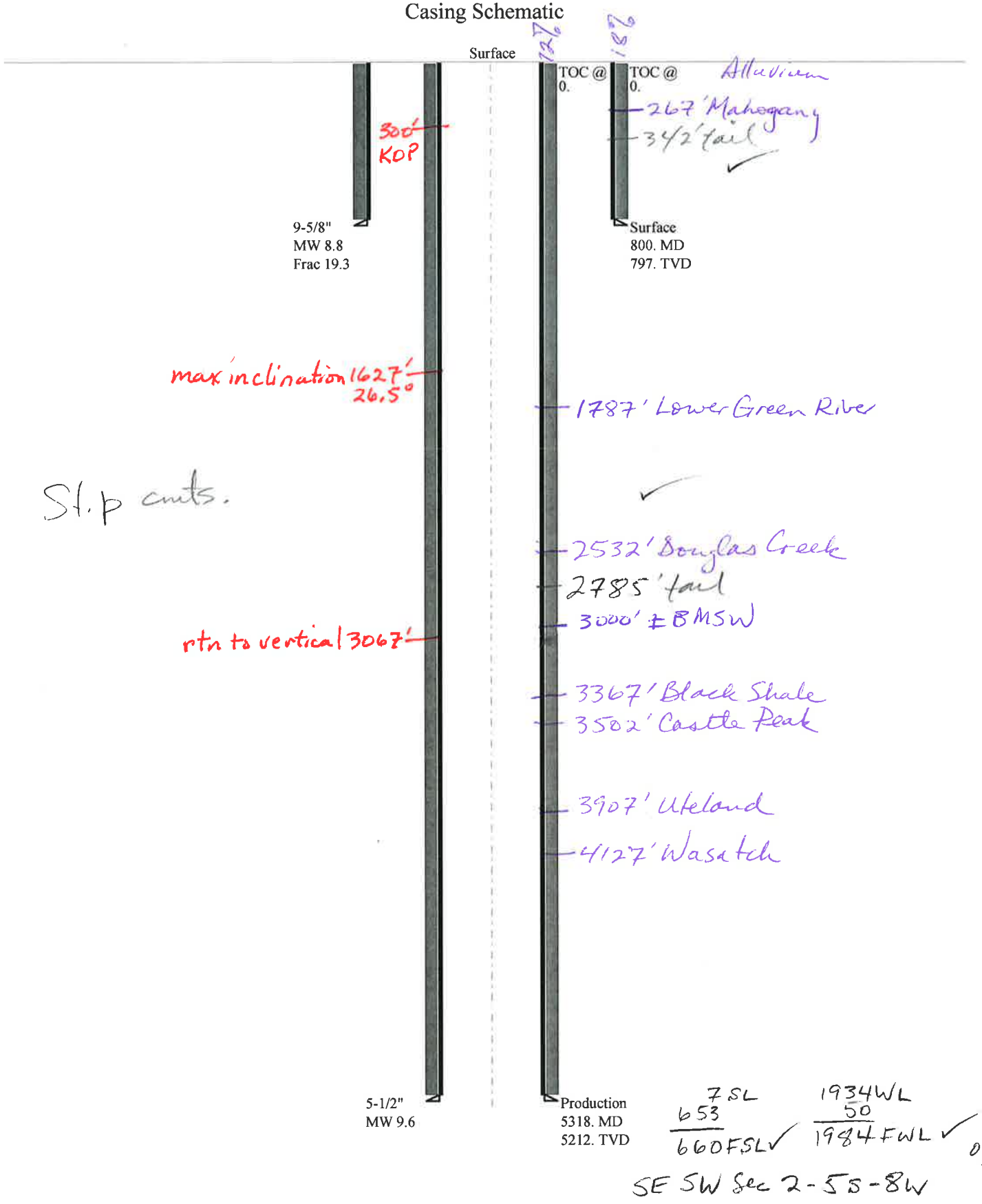
Calculations	String		"	
Max BHP (psi)	.052*Setting Depth*MW=			
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=		NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=		NO	
			***Can Full Expected Pressure Be Held At Previous Shoe?**	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=		NO	
Required Casing/BOPE Test Pressure=			psi	
***Max Pressure Allowed @ Previous Casing Shoe=**			psi *Assumes 1psi/ft frac gradient	

RECEIVED: December 12, 2012

API Well Number: 43013518510000

43013518510000 LC Fee 14-2D-58

Casing Schematic



7 SL
653
660 FSL ✓

1934 WL
50
1984 FWL ✓

SE SW Sec 2-5S-8W

Well name:	**43013518510000 LC Fee 14-2D-58**
Operator:	**BILL BARRETT CORP**
String type:	Surface
Project ID:	43-013-51851
Location:	DUCHESNE COUNTY

Design parameters:

Collapse
Mud weight: 8.800 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 704 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 800 psi

No backup mud specified.

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.70 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 695 ft

Environment:
H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 85 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: Surface

Completion type is subs
Directional Info - Build & Drop
Kick-off point 300 ft
Departure at shoe: 44 ft
Maximum dogleg: 2 °/100ft
Inclination at shoe: 10 °
Re subsequent strings:
Next setting depth: 5,212 ft
Next mud weight: 9.600 ppg
Next setting BHP: 2,599 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 800 ft
Injection pressure: 800 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	800	9.625	36.00	J-55	ST&C	797	800	8.796	6954

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	365	1974	5.416	800	3520	4.40	28.7	394	13.72 J

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: December 4,2012
Salt Lake City, Utah

Remarks:
Collapse is based on a vertical depth of 797 ft, a mud weight of 8.8 ppg The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.
Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

Engineering responsibility for use of this design will be that of the purchaser.

Well name:	**43013518510000 LC Fee 14-2D-58**
Operator:	**BILL BARRETT CORP**
String type:	Production
Project ID:	43-013-51851
Location:	DUCHESNE COUNTY

Design parameters:

Collapse
Mud weight: 9.600 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 1,482 psi
Internal gradient: 0.214 psi/ft
Calculated BHP 2,599 psi

No backup mud specified.

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.60 (B)

Tension is based on air weight.
Neutral point: 4,559 ft

Environment:
H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 147 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,000 ft

Cement top: Surface

Completion type is subs
Directional Info - Build & Drop
Kick-off point 300 ft
Departure at shoe: 655 ft
Maximum dogleg: 2 °/100ft
Inclination at shoe: 0 °

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	5318	5.5	17.00	P-110	LT&C	5212	5318	4.767	35029

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	2599	7480	2.878	2599	10640	4.09	88.6	445	5.02 J

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: December 4,2012
Salt Lake City, Utah

Remarks:
Collapse is based on a vertical depth of 5212 ft, a mud weight of 9.6 ppg The casing is considered to be evacuated for collapse purposes.
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.
Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

Engineering responsibility for use of this design will be that of the purchaser.

Application for Permit to Drill
Statement of Basis
Utah Division of Oil, Gas and Mining

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
7101	43013518510000	LOCKED	OW	I	No
Operator	BILL BARRETT CORP		**Surface Owner-APD**		
Well Name	LC Fee 14-2D-58		**Unit**		
Field	WILDCAT		**Type of Work**	DRILL	
Location	SESW 2 5S 8W U 7 FSL 1934 FWL GPS Coord (UTM) 520968E 4435369N				

Geologic Statement of Basis

Bill Barrett proposes to set 80 ' of conductor and 800’ of surface casing at this location. Conductor and surface casing holes will be drilled with a fresh water mud system. The base of the moderately saline water is at approximately 3,000 feet in this area. This location lies on alluvium derived from the Green River Formation. Good aquifers can be found in the Green River Formation and associated alluvium. A search of Division of Water Rights records indicates no water wells within a 10,000 foot radius of the proposed location. Production casing cement should be brought up above the base of the moderately saline ground water to isolate it from fresher waters uphole.

Brad Hill	11/19/2012
APD Evaluator	**Date / Time**

Surface Statement of Basis

The surface rights at the proposed location are owned by the Ute Tribe. The operator is responsible for obtaining all necessary surface permits and rights-of-way.

Brad Hill	11/19/2012
Onsite Evaluator	**Date / Time**

Conditions of Approval / Application for Permit to Drill

Category	Condition
Surface	None

RECEIVED: December 18, 2012

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 11/6/2012 **API NO. ASSIGNED:** 43013518510000

WELL NAME: LC Fee 14-2D-58

OPERATOR: BILL BARRETT CORP (N2165) **PHONE NUMBER:** 303 312-8172

CONTACT: Venessa Langmacher

PROPOSED LOCATION: SESW 02 050S 080W **Permit Tech Review:** ✔

SURFACE: 0007 FSL 1934 FWL **Engineering Review:** ✔

BOTTOM: 0660 FSL 1980 FWL **Geology Review:** ✔

COUNTY: DUCHESNE

LATITUDE: 40.06832 **LONGITUDE:** -110.75412

UTM SURF EASTINGS: 520968.00 **NORTHINGS:** 4435369.00

FIELD NAME: WILDCAT

LEASE TYPE: 4 - Fee

LEASE NUMBER: Fee **PROPOSED PRODUCING FORMATION(S):** WASATCH

SURFACE OWNER: 2 - Indian **COALBED METHANE:** NO

RECEIVED AND/OR REVIEWED:

- ✔ **PLAT**
- ✔ **Bond:** STATE/FEE - LPM4138148
- ☐ **Potash**
- ☐ **Oil Shale 190-5**
- ☐ **Oil Shale 190-3**
- ☐ **Oil Shale 190-13**
- ✔ **Water Permit:** 43-180
- ✔ **RDCC Review:** 2012-12-12 00:00:00.0
- ☐ **Fee Surface Agreement**
- ☐ **Intent to Commingle**

Commingling Approved

LOCATION AND SITING:

- ☐ **R649-2-3.**

Unit:

- ☐ **R649-3-2. General**
- ✔ **R649-3-3. Exception**
- ✔ **Drilling Unit**

Board Cause No: R649-3-11

Effective Date:

Siting:

- ✔ **R649-3-11. Directional Drill**

Comments: Presite Completed

Stipulations:

1 - Exception Location - bhill
4 - Federal Approval - dmason
5 - Statement of Basis - bhill
12 - Cement Volume (3) - hmacdonald
15 - Directional - dmason
21 - RDCC - dmason
23 - Spacing - dmason
25 - Surface Casing - hmacdonald

RECEIVED: December 18, 2012

GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

****

Well Name: LC Fee 14-2D-58
API Well Number: 43013518510000
Lease Number: Fee
Surface Owner: INDIAN
Approval Date: 12/18/2012

Issued to:
BILL BARRETT CORP, 1099 18th Street Ste 2300, Denver, CO 80202

Authority:
Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of R649-3-11. The expected producing formation or pool is the WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:
This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

Exception Location:
Appropriate information has been submitted to DOGM and administrative approval of the requested exception location is hereby granted.

General:
Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:
State approval of this well does not supercede the required federal approval, which must be obtained prior to drilling.

In accordance with Utah Admin. R.649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

The Application for Permit to Drill has been forwarded to the Resource Development Coordinating Committee for review of this action. The operator will be required to comply with any applicable recommendations resulting from this review. (See attached)

This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the “Board”). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis (copy attached).

Cement volume for the 5 1/2" production string shall be determined from actual hole diameter in order to place cement from the pipe setting depth back to surface as indicated in the submitted drilling plan.

Surface casing shall be cemented to the surface.

Additional Approvals:
The operator is required to obtain approval from the Division of Oil, Gas and mining before performing any of the following actions during the drilling of this well:

- Any changes to the approved drilling plan - contact Dustin Doucet
- Significant plug back of the well - contact Dustin Doucet
- Plug and abandonment of the well - contact Dustin Doucet

Notification Requirements:
The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well - contact Carol Daniels
  OR
  submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website
  at http://oilgas.ogm.utah.gov
- 24 hours prior to testing blowout prevention equipment - contact Dan Jarvis
- 24 hours prior to cementing or testing casing - contact Dan Jarvis
- Within 24 hours of making any emergency changes to the approved drilling program
  - contact Dustin Doucet
- 24 hours prior to commencing operations to plug and abandon the well - contact Dan Jarvis

Contact Information:
The following are Division of Oil, Gas and Mining contacts and their telephone numbers (please leave a voicemail message if the person is not available to take the call):

- Carol Daniels 801-538-5284 - office
- Dustin Doucet 801-538-5281 - office
  801-733-0983 - after office hours

- Dan Jarvis 801-538-5338 - office
  801-231-8956 - after office hours

Reporting Requirements:
All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) - due within 5 days of spudding the well
- Monthly Status Report (Form 9) - due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) - due prior to implementation
- Written Notice of Emergency Changes (Form 9) - due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) - due prior to implementation
- Report of Water Encountered (Form 7) - due within 30 days after completion
- Well Completion Report (Form 8) - due within 30 days after completion or plugging

Approved By:

For John Rogers
Associate Director, Oil & Gas

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5.LEASE DESIGNATION AND SERIAL NUMBER: Fee

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: LC Fee 14-2D-58

2. NAME OF OPERATOR: BILL BARRETT CORP

9. API NUMBER: 43013518510000

3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202

PHONE NUMBER: 303 312-8134 Ext

9. FIELD and POOL or WILDCAT: WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0007 FSL 1934 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESW Section: 02 Township: 05.0S Range: 08.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 12/18/2014	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	✓ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

BBC hereby request a one year extension for APD

Approved by the Utah Division of Oil, Gas and Mining

Date: November 18, 2013

By: Dan Jarvis

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Christina Hirtler	303 312-8597	Administrative Assistant
SIGNATURE N/A		**DATE** 11/11/2013

RECEIVED: Nov. 11, 2013

The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013518510000

API: 43013518510000
Well Name: LC Fee 14-2D-58
Location: 0007 FSL 1934 FWL QTR SESW SEC 02 TWNP 050S RNG 080W MER U
Company Permit Issued to: BILL BARRETT CORP
Date Original Permit Issued: 12/18/2012

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- **If located on private land, has the ownership changed, if so, has the surface agreement been updated?** ○ **Yes** ◉ **No**
- **Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?** ○ **Yes** ◉ **No**
- **Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?** ○ **Yes** ◉ **No**
- **Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location?** ○ **Yes** ◉ **No**
- **Has the approved source of water for drilling changed?** ○ **Yes** ◉ **No**
- **Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?** ○ **Yes** ◉ **No**
- **Is bonding still in place, which covers this proposed well?** ◉ **Yes** ○ **No**

Signature: Christina Hirtler **Date:** 11/11/2013
Title: Administrative Assistant **Representing:** BILL BARRETT CORP

RECEIVED: Nov. 11, 2013

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: Fee

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7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
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2. NAME OF OPERATOR:
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QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SESW Section: 02 Township: 05.0S Range: 08.0W Meridian: U

COUNTY:
DUCHESNE

STATE:
UTAH

11.

CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 12/18/2015	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
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	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	✓ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

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BBC is hereby requesting a one year extension for APD

Approved by the
Utah Division of
Oil, Gas and Mining

October 14, 2014

Date:

By:

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Christina Hirtler	303 312-8597	Administrative Assistant

SIGNATURE	DATE
N/A	10/8/2014

RECEIVED: Oct. 08, 2014

The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013518510000

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Well Name: LC Fee 14-2D-58
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Signature: Christina Hirtler **Date:** 10/8/2014
Title: Administrative Assistant **Representing:** BILL BARRETT CORP

RECEIVED: Oct. 08, 2014

GARY R. HERBERT
Governor
SPENCER J. COX
Lieutenant Governor

State of Utah
DEPARTMENT OF NATURAL RESOURCES
MICHAEL R. STYLER
Executive Director
Division of Oil, Gas and Mining
JOHN R. BAZA
Division Director

December 24, 2015

Bill Barrett
1099 18th Street, Suite 2300
Denver, CO 80202

Re: APD Rescinded – LC FEE 14-2D-58, Sec. 2, T. 5S, R. 8W
Duchesne County, Utah API No. 43-013-51851

Ladies and Gentlemen:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on December 18, 2012. On November 18, 2013 and October 14, the Division granted a one-year APD extension. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective December 24, 2015.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,

Diana Mason
Environmental Scientist

cc: Well File
Bureau of Land Management, Vernal

1594 West North Temple, Suite 1210, PO Box 145801, Salt Lake City, UT 84114-5801
telephone (801) 538-5340 • facsimile (801) 359-3940 • TTY (801) 538-7458 • *www.ogm.utah.gov*

UTAH DNR
OIL, GAS & MINING